The listing of claims will replace all prior versions, and listings, of claims in the application:

## Listing of Claims

Claim 1 (canceled).

Claim 2 (currently amended): ~~A compound of~~ The method of Claim ~~1~~ 14 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from halo, $C_1$-$C_2$-alkyl, optionally substituted 5-6-membered heteroarylsulfonyl-$C_1$-$C_2$-alkyl, optionally substituted phenoxy, and $C_3$-$C_6$-cycloalkyl-$C_2$-$C_4$-alkynyl; and pharmaceutically acceptable derivatives thereof.

Claim 3 (currently amended): ~~A compound~~ The method of Claim 2 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from chloro, bromo, methyl and cyclopropylethynyl; and pharmaceutically acceptable derivatives thereof.

Claim 4 (currently amended): ~~A compound~~ The method of Claim 3 wherein $R^{17}$ is chloro or bromo; and pharmaceutically acceptable derivatives thereof.

Claim 5 (currently amended): ~~A compound~~ The method of Claim ~~1~~ 14 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from $C_3$-$C_6$-cycloalkyl and phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl;

and pharmaceutically acceptable derivatives thereof.

Claim 6 (currently amended): ~~A compound~~ The method of Claim 5 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-

piperidinylmethyl; and wherein $R^{17}$ is selected from cyclopropyl and phenyl optionally substituted with aminosulfonyl; and pharmaceutically acceptable derivatives thereof.

Claim 7 (currently amended): ~~A compound~~ The method of Claim 6 wherein $R^{17}$ is unsubstituted phenyl; and pharmaceutically acceptable derivatives thereof.

Claim 8 (currently amended): ~~Compound~~ The method of Claim ~~1~~ 14 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from optionally substituted indazolyl, optionally substituted indolyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, and 6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof.

Claim 9 (currently amended): ~~Compound~~ The method of Claim 8 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl,

hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from 5-indazolyl, 1-Boc-indol-5-yl, unsubstituted thienyl, 5-tert-butyloxazol-2-yl and 4-pyridyl substituted with one or more substituents independently selected from methoxy and chloro;
and pharmaceutically acceptable derivatives thereof.

Claim 10 (currently amended): ~~A compound~~ The method of Claim 9 wherein $R^{17}$ is 4-pyridyl; and pharmaceutically acceptable derivatives thereof.

Claim 11 (currently amended): ~~Compound~~ The method of Claim ~~1~~ 14 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;
1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;
N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;
N,N-Diethyl-2-[3-(2-phenyl-thiazol-4-yl)-ureido]-isonicotinamide;
2-[3-(2-Bromo-thiazol-4-yl)-ureido]-N,N-diethyl-isonicotinamide;
1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;
1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;
1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(isopropylamino-methyl)-pyridin-2-yl]-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-(2-Bromo-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-phenoxy-pyridin-2-yl)-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea.

Claim 12 (currently amended): ~~Compound~~ The method of Claim ~~1~~ 14 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;

1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;

1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

3-(4-{3-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-ureido}-thiazol-2-yl)-benzenesulfonamide;

*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

Isopropyl-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

Isopropyl-{6-[3-(2-phenyl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-(2-phenylthiazol-4-yl)-3-[6-(4-pyrimidin-2-yl-piperazin-1-yl)pyridin-2-yl]urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

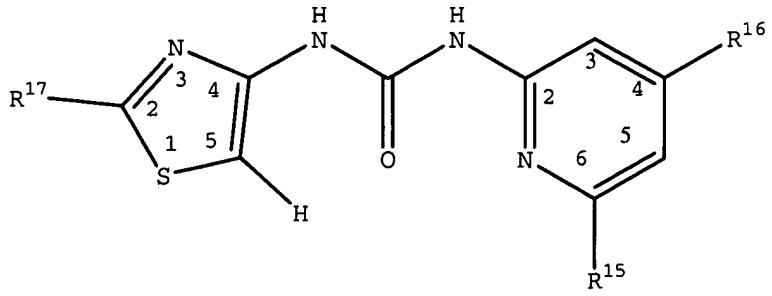
1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea.

Claim 13 (canceled).

Claim 14 (currently amended): A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of ~~Claim 1~~ Formula VI



VI

wherein $R^{15}$ is one or more substituents selected from H, optionally substituted heterocyclyl, phenyl, $C_1$-$C_3$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted heterocyclyl)-$C_1$-$C_4$-alkyl, optionally substituted phenoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, optionally substituted heterocyclyloxy, optionally substituted heterocyclyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-sulfonyl-$C_1$-$C_4$-alkyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{16}$ is selected from H, heterocyclylcarbonyl, alkylaminocarbonyl, alkylaminomethyl, and heterocyclylmethyl; and

wherein $R^{17}$ is selected from halo, $C_1$-$C_6$-alkyl, cycloalkylalkynyl, cycloalkyl, optionally substituted indolyl, optionally substituted indazolyl, optionally substituted phenoxy, optionally substituted heteroarylsulfonyl-$C_1$-$C_4$-alkyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

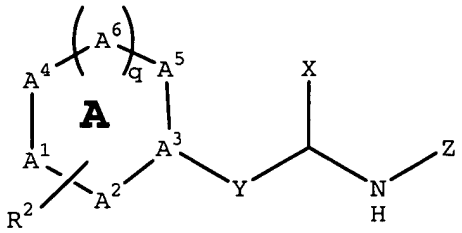
$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$alkylamino and N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof;

provided only one of $R^{15}$ and $R^{16}$ is H.

Claims 15-17 (canceled).

Claim 18 (new): A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of formula I




I

wherein each of $A^1$-$A^6$ is selected from $CH_2$, CH, C, O, S, NH and N; wherein $A^1$-$A^6$ together form a ring A selected from

additionally substituted or unsubstituted 5- or 6- membered heterocyclyl,

additionally substituted or unsubstituted 5- or 6- membered heteroaryl fused with a phenyl group,

additionally substituted or unsubstituted 5- or 6- membered cycloalkenyl, and

additionally substituted or unsubstituted phenyl,

wherein the ring A is additionally substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, nitro, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein X and Z taken together form a nitrogen containing ring selected from

unsubstituted 5-6 membered heterocyclyl,

unsubstituted 5-6 membered heterocyclyl fused with a phenyl group,

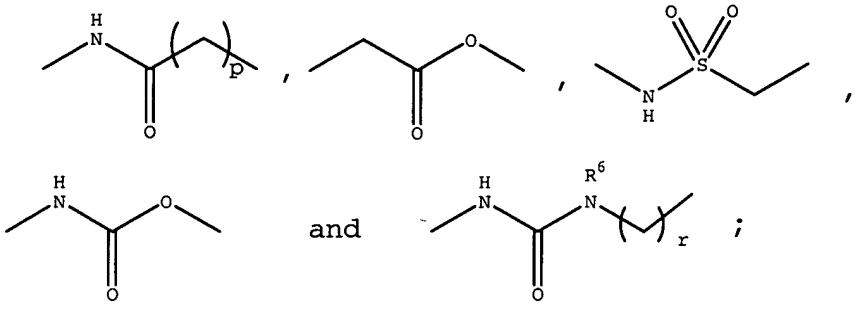
5-6 membered heterocyclyl substituted with one or more substituents independently selected from $R^1$, and

5-6 membered nitrogen-containing heterocyclyl, fused with a phenyl group, substituted with one or more substituents independently selected from $R^1$;

wherein $R^1$ is independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-C(S)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-10 membered heterocyclyl, optionally substituted 4-10 membered heterocyclylalkyl, optionally

substituted phenyl, optionally substituted phenoxy, lower alkyl, lower cyano, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein Y is selected from, in either orientation,




wherein $R^2$ is selected from

lower alkylaminoalkynyl,

cycloalkenyl-$C_{2-3}$-alkynyl,

cycloalkyl-$C_{2-3}$-alkynyl,

phenyl-$C_{2-3}$-alkynyl,

5-6 membered heterocyclyl-$C_{2-3}$-alkynyl,

substituted or unsubstituted cycloalkenyl,

substituted or unsubstituted phenyl,

substituted or unsubstituted 5-6 membered heterocyclyl, and

substituted or unsubstituted 5-6 membered heterocyclyl bridged with a phenyl group;

wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-C(O)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NHC(O)R^3$, $-SO_2NHC(O)R^3$, $-C(S)NR^3R^3$, nitro, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-7 membered heterocyclyl, optionally substituted heterocyclylalkylenyl, optionally substituted phenyl, optionally substituted phenoxyalkylenyl, optionally substituted heterocyclyloxyalkyl, lower alkyl, cyano, lower hydroxyalkyl, lower alkoxyalkyl, lower azidoalkyl, lower aminoalkyl, lower (hydroxyalkyl)aminoalkyl, lower alkylaminoalkyl, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, lower (alkylaminoalkyl)amino lower ((alkylamino)alkylamino)alkyl, lower alkylaminoalkylaminocarbonyl, lower cyanoalkyl, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein $R^3$ is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted phenylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, $C_3$-$C_6$ cycloalkyl, and lower haloalkyl;

wherein $R^6$ is selected from H, alkyl, 5-6 membered heterocyclylalkylenyl and alkylamino;

wherein p is 1 or 2;

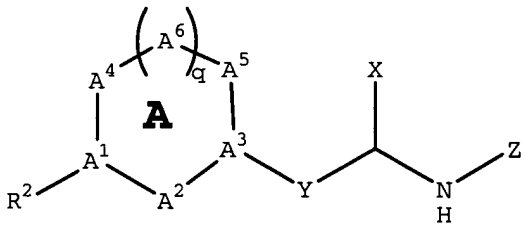
wherein q is 0 or 1; and

wherein r is 0-3;

and pharmaceutically acceptable salts thereof;

provided A is not thiazol-2-yl when Y is ureido; further provided A is not phenyl when $R^2$ is pyridyl or pyrimidyl when Y is ureido and when X and Z taken together form 1-methylindolyl; further provided A is not 1-phenylpyrazol-4-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is pyrrol-1-yl; further provided A is not 5-methylpyrazol-3-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is phenyl; further provided A is not thiazolyl or dihydrothiazolyl when $R^2$ is indolyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl; further provided A is not pyrazolyl or dihydropyrazolyl when $R^2$ is 2-furyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; further provided A is not oxadiazolyl or dihydrooxadiazolyl when $R^2$ is phenyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; provided A is not thiazolyl when $R^2$ is 3-pyridyl when Y is ureido and when X and Z taken together form 2-(3-pyridyl)thiazol-4-yl; and further provided A is not thien-3-yl when Y is ureido when X and Z taken together form thienyl and when $R^2$ is pyrrol-1-yl.--

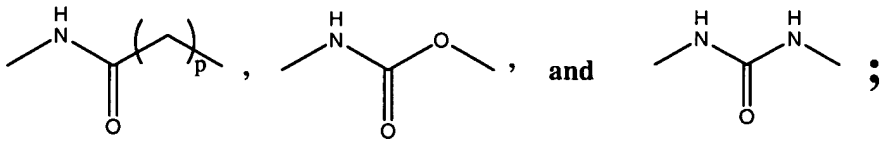
Claim 19 (new): The method of Claim 18 and pharmaceutically acceptable salts thereof, of formula Ia



Ia.--

Claim 20 (new): The method of Claim 19, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heterocyclyl.--

Claim 21 (new): The method of Claim 20, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heteroaryl.--

Claim 22 (new): The method of Claim 21, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein Y, in either orientation is selected from  ;

wherein p is 1-2;

wherein X and Z taken together form a ring selected from

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group; and

wherein $R^2$ is selected from

substituted phenyl,

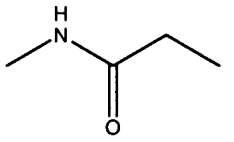
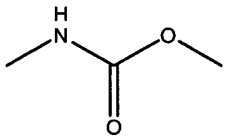
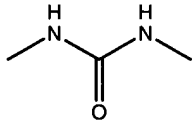
substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group.--

Claim 23 (new): The method of Claim 22, and pharmaceutically acceptable salts thereof,

wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl;

wherein Y, in either orientation is selected from


,

and

;

wherein X and Z taken together form a ring selected from substituted or unsubstituted thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, [1,6]naphthyridinyl, 5,6,7,8-tetrahydro[1,6]naphthyridinyl, isoquinolyl and quinolyl; and

wherein $R^2$ is substituted phenyl or a substituted or unsubstituted heterocyclyl substituent selected from thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, isoquinolyl and quinolyl.--

Claim 24 (new): The method of Claim 23, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, and imidazolyl; wherein Y is ureido; wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, [1,6]naphthyridinyl and 5,6,7,8-tetrahydro[1,6]naphthyridinyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-

morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

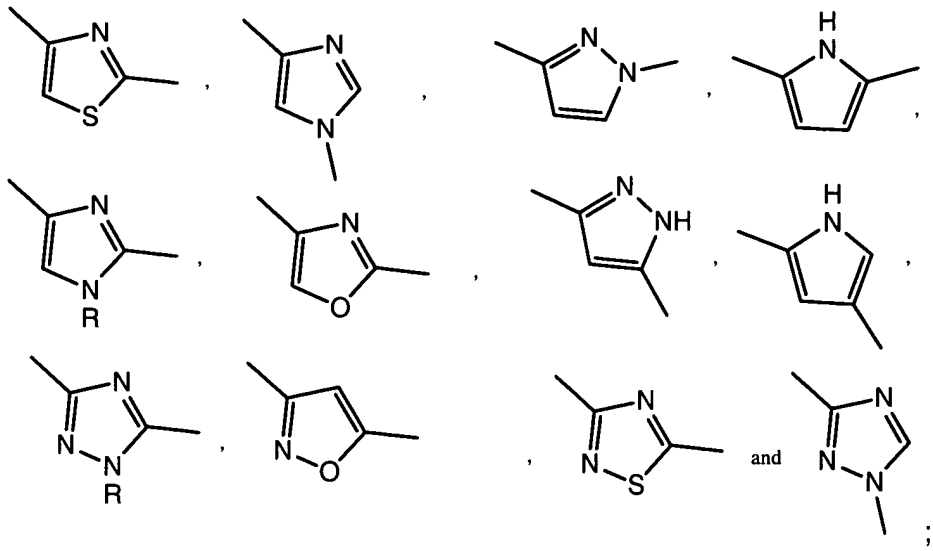
wherein $R^2$ is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, amino, $C_1$-$C_2$-alkoxy, $C_1$-$C_2$-alkoxy-$C_1$-$C_2$-alkyl, hydroxy, $C_1$-$C_2$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylaminocarbonyl, nitro, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, $C_1$-$C_2$-alkylaminosulfonyl, $C_3$-$C_6$-cycloalkylaminosulfonyl, phenyl-$C_1$-$C_2$-alkylaminosulfonyl, (optionally substituted phenyl)aminosulfonyl, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-alkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, $C_1$-$C_2$-alkylamino and $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino. --

Claim 25 (new): The method of Claim 24, and pharmaceutically acceptable salts thereof, wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl; wherein $R^1$ is one or more substituents selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-,

phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and $R^2$ is selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, amino, methoxy, ethoxy, ethoxymethyl, methylthio, trifluoromethylcarbonylamino and trifluoroethoxy.--

Claim 26 (new): The method of Claim 24 wherein $R^2$ is selected from 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 3-nitrophenyl, 4-(methylcarbonylamino)phenyl, 4-aminosulfonylphenyl, 4-(phenylsulfonylamino)phenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl and 2-methoxyphenyl.--

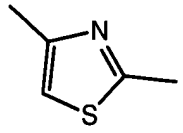
Claim 27 (new): The method of Claim 20 wherein A is selected from




wherein R is selected from H, $C_1$-$C_3$ alkyl and optionally substituted phenyl;
and pharmaceutically acceptable salts thereof.--

Claim 28 (new): The method of Claim 27, and pharmaceutically acceptable salts thereof, wherein X and Z together form pyridyl or substituted pyridyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and wherein $R^2$ is selected from pyridyl or pyridyl further substituted with one or more substituents independently selected from chloro, fluoro, amino, $C_1$-$C_2$ alkoxy, $C_1$-$C_2$ alkoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_2$-alkylthio, $C_1$-$C_2$ haloalkylcarbonylamino and trifluoroethoxy.--

Claim 29 (new): The method of Claim 28, and pharmaceutically acceptable salts thereof, wherein A is



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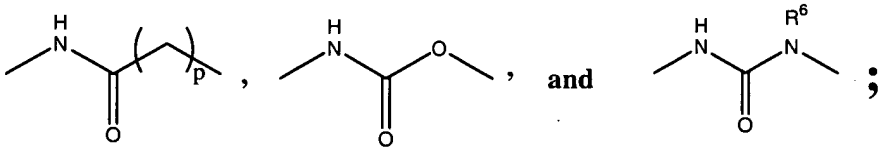
Claim 30 (new): The method of Claim 20, and pharmaceutically acceptable salts thereof, wherein A is 6-membered heteroaryl.--

Claim 31 (new): The method of Claim 19, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered heteroaryl fused with a phenyl ring.--

Claim 32 (new): The method of Claim 19, and pharmaceutically acceptable salts thereof, wherein A is phenyl.--

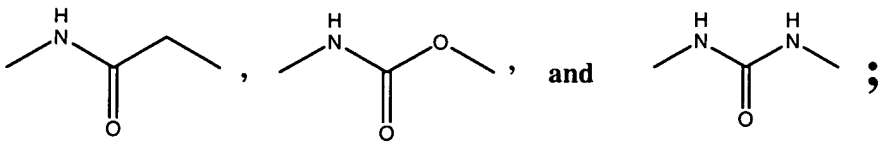
Claim 33 (new): The method of Claim 19, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered cycloalkenyl.--

Claim 34 (new): The method of Claim 19, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, cyclopentadienyl and cyclopentenyl; wherein Y, in either orientation, is selected from



wherein X and Z together form a ring selected from substituted or unsubstituted pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein said ring is optionally substituted with $R^1$; wherein $R^2$ is selected from substituted or unsubstituted phenyl, morpholinyl, piperidinyl, piperazinyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, indolyl, purinyl, isoquinolyl and quinolyl; and wherein $R^6$ is H.--

Claim 35 (new): The method of Claim 34, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl and pyrimidinyl; wherein Y, in either orientation is selected from



wherein X and Z together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein said ring is optionally substituted with $R^1$; wherein $R^1$ is one or more substituents independently selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl; N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and wherein $R^2$ is selected from

phenyl substituted with a substituent

selected from amino, aminosulfonyl, cyano, N,N-dimethylamino, ethoxy, fluoro, hydroxyl, methoxy, nitro, methylcarbonylamino, 4-morpholinylsulfonyl, phenylsulfonylamino, (4-chlorophenyl)aminosulfonyl, trifluoromethyl, trifluoromethoxy and -$SO_2NHC(O)CF_3$,

pyrazinyl,

pyrimidinyl,

morpholinyl,

piperidinyl,

piperazinyl optionally substituted with methyl, ethyl or propyl,

pyridazinyl and

pyridyl unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, bromo, amino, methoxy, ethoxy, 1,1,1-trifluoroethoxy and trifluoromethylcarbonylamino. --

Claim 36 (new): The method of Claim 18 and pharmaceutically acceptable salts thereof selected from:

1-pyridin-2-yl-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(6-ethylpyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(3,4,5,6-tetrahydro-2H-[1,2']bipyridinyl-6'-yl)urea;

1-(6-(diethylaminomethyl)pyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(4-methylpiperazin-1-yl)pyridin-2-yl]-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(piperidin-1-ylmethyl)pyridin-2-yl]-3-[2-(pyridin-4-yl)thiazol-4-yl]urea;

1-(6-phenoxy-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(2-ethoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-ethyl-pyridin-2-yl)-urea;

1-(6-diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-3-yl-thiazol-4-yl)-urea;

1-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-morpholin-4-ylmethyl-pyridin-2-yl)-urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)-urea;

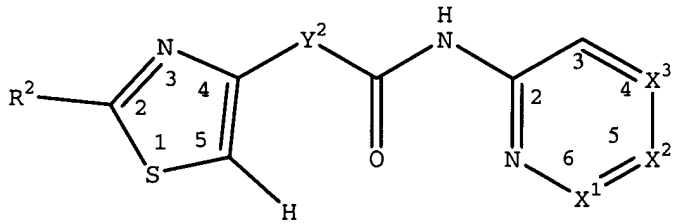
1-(2-phenylthiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea;

1-[6-(1-methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(4-aminophenyl)thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea; and

1-{6-[4-(2-aminoethyl)phenoxy]pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)urea.--

Claim 37 (new): The method of Claim 18 having Formula II



II

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

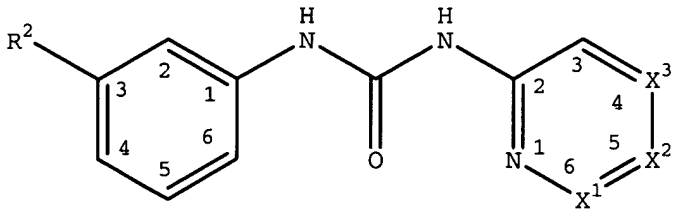
6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino; and

wherein $Y^2$ is selected from O, NH and $CH_2$;

and pharmaceutically acceptable salts thereof.--

Claim 38 (new): A method of Claim 18 having the formula



III

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl,

morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable salts thereof.--

Claim 39 (new): The method of Claim 38 wherein $X^1$ is $CR^1$; wherein $X^2$ is $CR^1$; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from H, methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

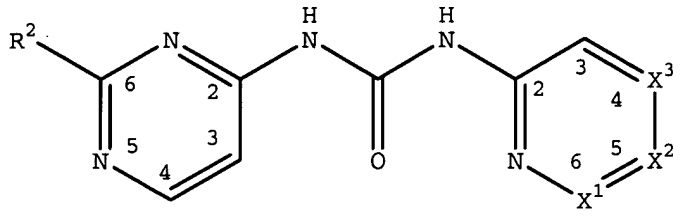
wherein $R^2$ is 3-(N,N-dimethylamino)-1-propynyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 40 (new): The method of Claim 39 wherein $R^1$ is selected from ethyl, propyl, 1-methyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-diethylaminomethylenyl and N,N-diethylamino; and wherein $R^2$ is 5-pyrimidinyl, 2-pyrazinyl, morpholinyl, 4-methylpiperazinyl, 4-fluorophenyl, 4-(N,N-dimethylamino)propynyl, 3-nitrophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 3-aminosulfonylphenyl, 3-(phenylsulfonylamino)phenyl, 3-(methylcarbonylamino)phenyl, 4-[(trifluoromethylcarbonyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 4-methoxyphenyl, 2-thiazolyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 41 (new): The method of Claim 18 having the formula



IV

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl,

N-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$.alkylamino and N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenylamino; and pharmaceutically acceptable salts thereof.--

Claim 42 (new): The method of Claim 41 wherein $X^1$ is $CR^1$; wherein $X^2$ is CH; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

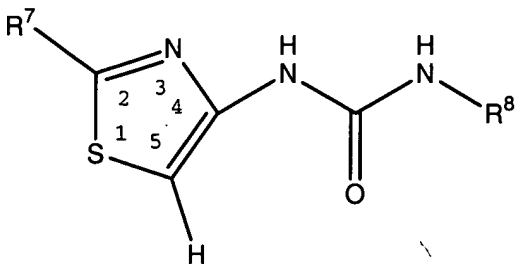
wherein $R^2$ is 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 43 (new): The method of Claim 42 wherein $R^1$ is selected from ethyl, propyl and 1-methyl-4-piperazinyl; and wherein $R^2$ is 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 44 (new): The method of Claim 18 having the formula

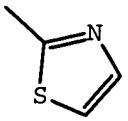


V

wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

wherein $R^8$ is selected from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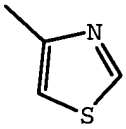
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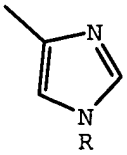
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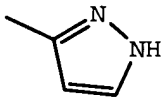
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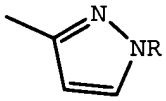
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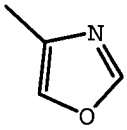
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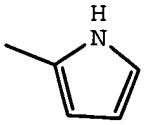
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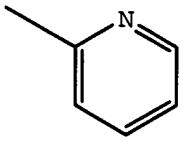
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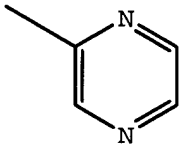
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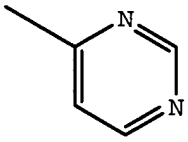
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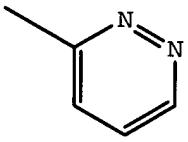
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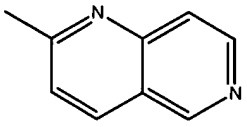
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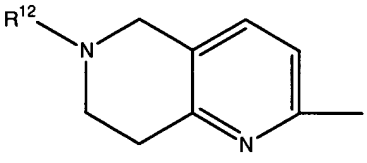

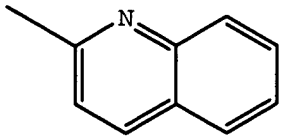
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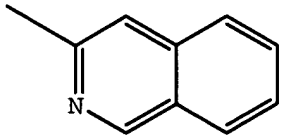
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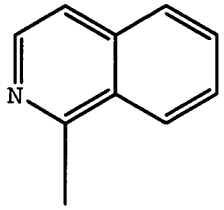

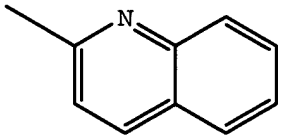
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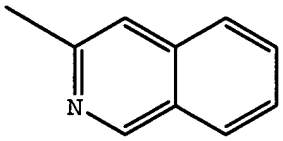
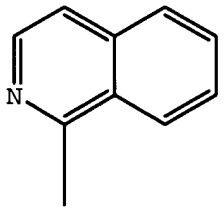

and


;

wherein $R^8$ is optionally substituted with one or two substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-

alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

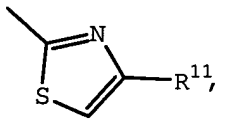
wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl.

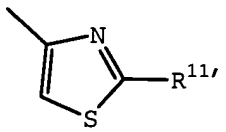
and pharmaceutically acceptable salts thereof.--

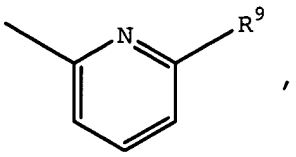
Claim 45 (new): The method of Claim 44 wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, optionally substituted piperidinyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, optionally substituted thienyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, Boc-amino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl,

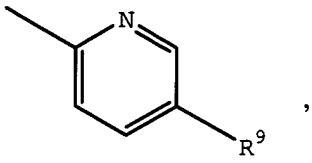
and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, $C_1$-$C_4$-alkoxy and halo;

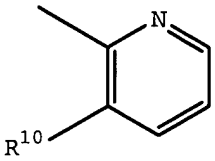
wherein $R^8$ is selected from

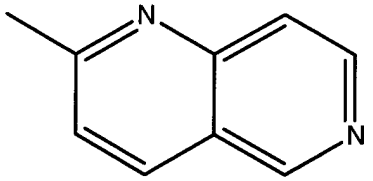


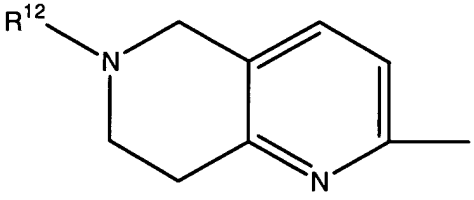


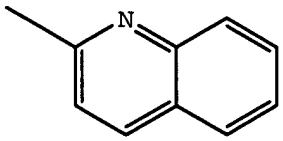








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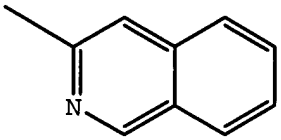
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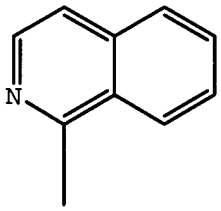

;

wherein $R^9$ is selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ hydroxyalkyl, amino, $C_1$-$C_2$ azidoalkyl, $C_1$-$C_2$ cyanoalkyl, $C_1$-$C_2$ aminoalkyl, halo, (optionally substituted pyrrolidinyl)$CH_2$-, (optionally substituted piperidinyl)-$CH_2$-, (optionally substituted piperazinyl)-$CH_2$-, 4-morpholinyl-$CH_2$-, (optionally substituted imidazolyl)-$CH_2$-, phthalimidylethyl, optionally substituted azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, optionally substituted phenoxy-$CH_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, Boc-aminoethoxymethylenyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 1-piperidinylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is selected from pyridyl and pyrimidinyl; and

wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl,

and pharmaceutically acceptable salts thereof. --

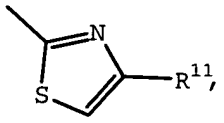
Claim 46 (new): The method of Claim 45 wherein $R^7$ is selected from bromo, chloro, fluoro, $C_1$-$C_3$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, piperidinyl, benzodioxolyl, indolyl, phenoxy, thienyl, phenyl optionally substituted with one or two substituents selected from fluoro, N,N-dimethylamino, amino, methoxy, trifluoromethyl, Boc-amino, hydroxy, ethoxy, methylthio, cyano, trifluoromethoxy, aminosulfonyl, 4-morpholinylsulfonyl, trifluoroacetylaminosulfonyl, and (4-chlorophenyl)aminosulfonyl,

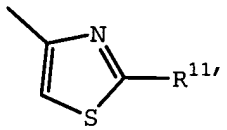
and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, methoxy, ethoxy and chloro;

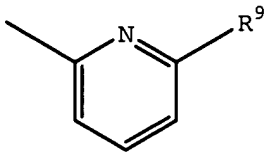
and pharmaceutically acceptable salts thereof.--

Claim 47 (new): The method of Claim 46 wherein $R^7$ is selected from bromo, methyl, ethyl, cyclopropyl, cyclohexyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-Boc-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 2,4-difluorophenyl, 5-benzodioxolyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 5-indolyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl, 2-methoxyphenyl, phenoxy, 2-thienyl, 4-pyrimidinyl, 2-methylthio-4-pyrimidinyl, morpholinyl, 4-piperidinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

wherein $R^8$ is selected from

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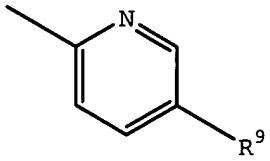
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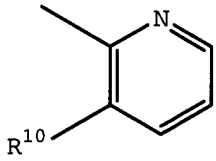
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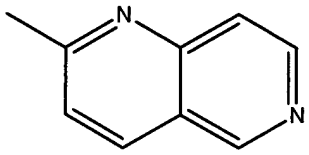
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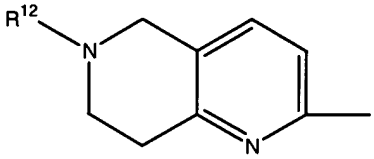
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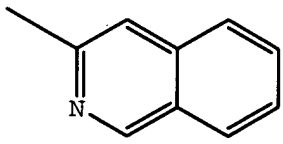
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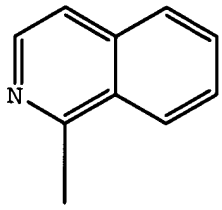

;

wherein $R^9$ is selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylpropylenylamino, N,N-diethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino;

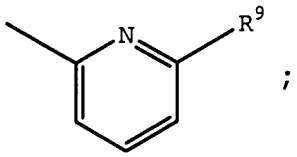
wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is pyridyl; and

wherein $R^{12}$ is selected from H, methyl, ethyl and propyl;

and pharmaceutically acceptable salts thereof.--

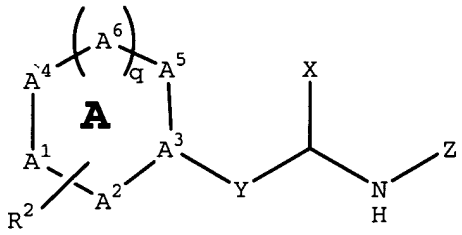
Claim 48 (new): The method of Claim 47 wherein $R^8$ is



;

and pharmaceutically acceptable salts thereof.--

Claim 49 (new): A method of treating cancer which comprises administering an effective amount of a compound of Formula I



I

wherein each of $A^1$-$A^6$ is selected from $CH_2$, CH, C, O, S, NH and N; wherein $A^1$-$A^6$ together form a ring A selected from

additionally substituted or unsubstituted 5- or 6- membered heterocyclyl,

additionally substituted or unsubstituted 5- or 6- membered heteroaryl fused with a phenyl group,

additionally substituted or unsubstituted 5- or 6- membered cycloalkenyl, and

additionally substituted or unsubstituted phenyl,

wherein the ring A is additionally substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, nitro, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein X and Z taken together form a nitrogen containing ring selected from

unsubstituted 5-6 membered heterocyclyl,

unsubstituted 5-6 membered heterocyclyl fused with a phenyl group,

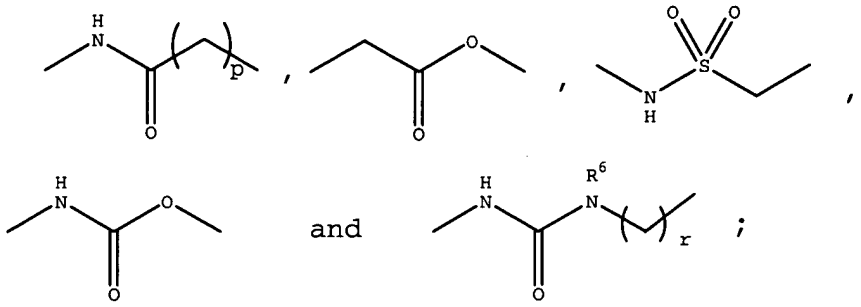
5-6 membered heterocyclyl substituted with one or more substituents independently selected from $R^1$, and

5-6 membered nitrogen-containing heterocyclyl, fused with a phenyl group, substituted with one or more substituents independently selected from $R^1$;

wherein $R^1$ is independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-C(S)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-10 membered heterocyclyl, optionally substituted 4-10 membered heterocyclylalkyl, optionally

substituted phenyl, optionally substituted phenoxy, lower alkyl, lower cyano, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein Y is selected from, in either orientation,




wherein $R^2$ is selected from

lower alkylaminoalkynyl,

cycloalkenyl-$C_{2-3}$-alkynyl,

cycloalkyl-$C_{2-3}$-alkynyl,

phenyl-$C_{2-3}$-alkynyl,

5-6 membered heterocyclyl-$C_{2-3}$-alkynyl,

substituted or unsubstituted cycloalkenyl,

substituted or unsubstituted phenyl,

substituted or unsubstituted 5-6 membered heterocyclyl, and

substituted or unsubstituted 5-6 membered heterocyclyl bridged with a phenyl group;

wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-C(O)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NHC(O)R^3$, $-SO_2NHC(O)R^3$, $-C(S)NR^3R^3$, nitro, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-7 membered heterocyclyl, optionally substituted heterocyclylalkylenyl, optionally substituted phenyl, optionally substituted phenoxyalkylenyl, optionally substituted heterocyclyloxyalkyl, lower alkyl, cyano, lower hydroxyalkyl, lower alkoxyalkyl, lower azidoalkyl, lower aminoalkyl, lower (hydroxyalkyl)aminoalkyl, lower alkylaminoalkyl, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, lower (alkylaminoalkyl)amino lower ((alkylamino)alkylamino)alkyl, lower alkylaminoalkylaminocarbonyl, lower cyanoalkyl, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein $R^3$ is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted phenylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, $C_3$-$C_6$ cycloalkyl, and lower haloalkyl;

wherein $R^6$ is selected from H, alkyl, 5-6 membered heterocyclylalkylenyl and alkylamino;

wherein p is 1 or 2;

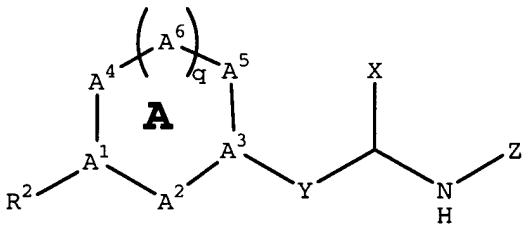
wherein q is 0 or 1; and

wherein r is 0-3;

and pharmaceutically acceptable salts thereof;

provided A is not thiazol-2-yl when Y is ureido; further provided A is not phenyl when $R^2$ is pyridyl or pyrimidyl when Y is ureido and when X and Z taken together form 1-methylindolyl; further provided A is not 1-phenylpyrazol-4-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is pyrrol-1-yl; further provided A is not 5-methylpyrazol-3-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is phenyl; further provided A is not thiazolyl or dihydrothiazolyl when $R^2$ is indolyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl; further provided A is not pyrazolyl or dihydropyrazolyl when $R^2$ is 2-furyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; further provided A is not oxadiazolyl or dihydrooxadiazolyl when $R^2$ is phenyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; provided A is not thiazolyl when $R^2$ is 3-pyridyl when Y is ureido and when X and Z taken together form 2-(3-pyridyl)thiazol-4-yl; and further provided A is not thien-3-yl when Y is ureido when X and Z taken together form thienyl and when $R^2$ is pyrrol-1-yl.--

Claim 50 (new): The method of Claim 49 and pharmaceutically acceptable salts thereof, of formula Ia

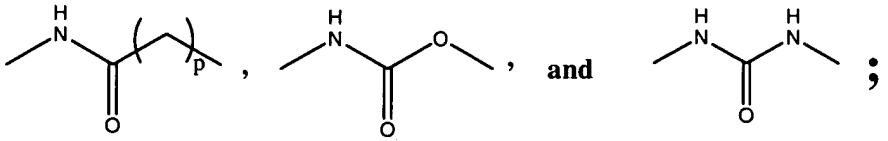


Ia.--

Claim 51 (new): The method of Claim 50, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heterocyclyl.--

Claim 52 (new): The method of Claim 51, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heteroaryl.--

Claim 53 (new): The method of Claim 52, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein Y, in either orientation

is selected from  ;

wherein p is 1-2;

wherein X and Z taken together form a ring selected from

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group; and

wherein $R^2$ is selected from

substituted phenyl,

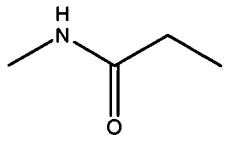
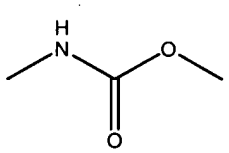
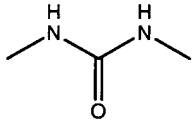
substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group.--

Claim 54 (new): The method of Claim 53, and pharmaceutically acceptable salts thereof,

wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl;

wherein Y, in either orientation is selected from


,

and

;

wherein X and Z taken together form a ring selected from substituted or unsubstituted thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, [1,6]naphthyridinyl, 5,6,7,8-tetrahydro[1,6]naphthyridinyl, isoquinolyl and quinolyl; and

wherein $R^2$ is substituted phenyl or a substituted or unsubstituted heterocyclyl substituent selected from thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, isoquinolyl and quinolyl.-

Claim 55 (new): The method of Claim 54, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, and imidazolyl; wherein Y is ureido; wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, [1,6]naphthyridinyl and 5,6,7,8-tetrahydro[1,6]naphthyridinyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$,

1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

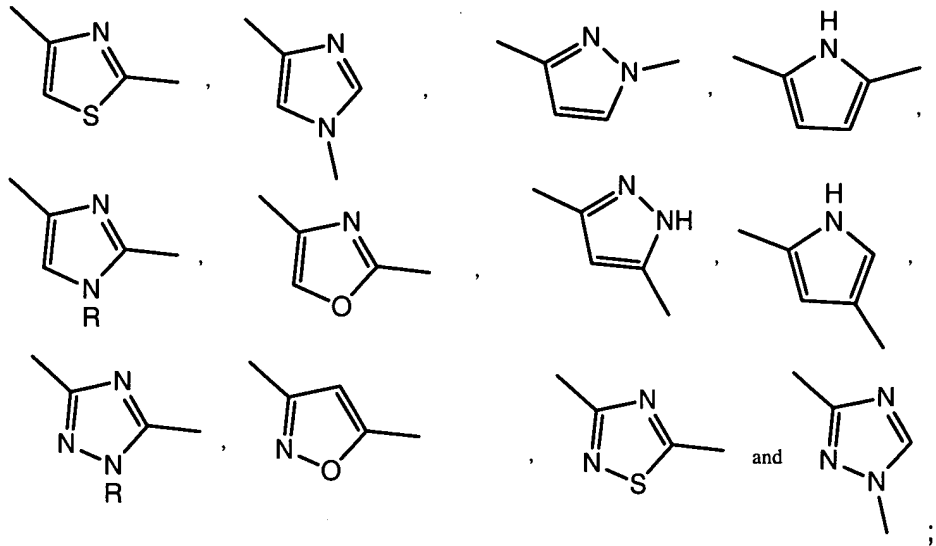
wherein $R^2$ is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, amino, $C_1$-$C_2$-alkoxy, $C_1$-$C_2$-alkoxy-$C_1$-$C_2$-alkyl, hydroxy, $C_1$-$C_2$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylaminocarbonyl, nitro, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, $C_1$-$C_2$-alkylaminosulfonyl, $C_3$-$C_6$-cycloalkylaminosulfonyl, phenyl-$C_1$-$C_2$-alkylaminosulfonyl, (optionally substituted phenyl)aminosulfonyl, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-alkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, $C_1$-$C_2$-alkylamino and $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino. --

Claim 56 (new): The method of Claim 55, and pharmaceutically acceptable salts thereof, wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl; wherein $R^1$ is one or more substituents selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-

(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and $R^2$ is selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, amino, methoxy, ethoxy, ethoxymethyl, methylthio, trifluoromethylcarbonylamino and trifluoroethoxy.--

Claim 57 (new): The method of Claim 55 wherein $R^2$ is selected from 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 3-nitrophenyl, 4-(methylcarbonylamino)phenyl, 4-aminosulfonylphenyl, 4-(phenylsulfonylamino)phenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl and 2-methoxyphenyl.--

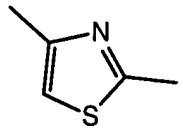
Claim 58 (new): The method of Claim 51 wherein A is selected from




wherein R is selected from H, $C_1$-$C_3$ alkyl and optionally substituted phenyl;
and pharmaceutically acceptable salts thereof.--

Claim 59 (new): The method of Claim 58, and pharmaceutically acceptable salts thereof, wherein X and Z together form pyridyl or substituted pyridyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and wherein $R^2$ is selected from pyridyl or pyridyl further substituted with one or more substituents independently selected from chloro, fluoro, amino, $C_1$-$C_2$ alkoxy, $C_1$-$C_2$ alkoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_2$-alkylthio, $C_1$-$C_2$ haloalkylcarbonylamino and trifluoroethoxy.--

Claim 60 (new): The method of Claim 59, and pharmaceutically acceptable salts thereof, wherein A is



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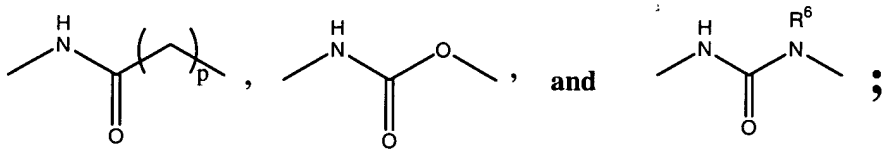
Claim 61 (new): The method of Claim 51, and pharmaceutically acceptable salts thereof, wherein A is 6-membered heteroaryl.--

Claim 62 (new): The method of Claim 50, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered heteroaryl fused with a phenyl ring.--

Claim 63 (new): The method of Claim 50, and pharmaceutically acceptable salts thereof, wherein A is phenyl.--

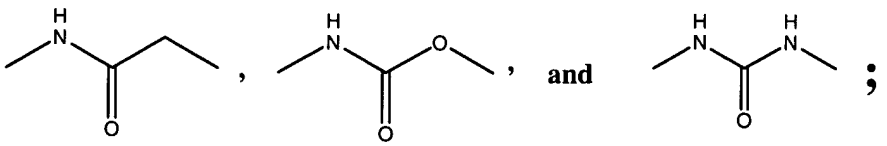
Claim 64 (new): The method of Claim 50, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered cycloalkenyl.--

Claim 65 (new): The method of Claim 50, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, cyclopentadienyl and cyclopentenyl; wherein Y, in either orientation, is selected from



wherein X and Z together form a ring selected from substituted or unsubstituted pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein said ring is optionally substituted with $R^1$; wherein $R^2$ is selected from substituted or unsubstituted phenyl, morpholinyl, piperidinyl, piperazinyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, indolyl, purinyl, isoquinolyl and quinolyl; and wherein $R^6$ is H.--

Claim 66 (new): The method of Claim 65, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl and pyrimidinyl; wherein Y, in either orientation is selected from



wherein X and Z together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein said ring is optionally substituted with $R^1$; wherein $R^1$ is one or more substituents independently selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and wherein $R^2$ is selected from

phenyl substituted with a substituent

selected from amino, aminosulfonyl, cyano, N,N-dimethylamino, ethoxy, fluoro, hydroxyl, methoxy, nitro, methylcarbonylamino, 4-morpholinylsulfonyl, phenylsulfonylamino, (4-chlorophenyl)aminosulfonyl, trifluoromethyl, trifluoromethoxy and -$SO_2NHC(O)CF_3$,

pyrazinyl,

pyrimidinyl,

morpholinyl,

piperidinyl,

piperazinyl optionally substituted with methyl, ethyl or propyl,

pyridazinyl and

pyridyl unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, bromo, amino, methoxy, ethoxy, 1,1,1-trifluoroethoxy and trifluoromethylcarbonylamino. --

Claim 67 (new): The method of Claim 49 and pharmaceutically acceptable salts thereof selected from:

1-pyridin-2-yl-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(6-ethylpyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(3,4,5,6-tetrahydro-2H-[1,2']bipyridinyl-6'-yl)urea;

1-(6-(diethylaminomethyl)pyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(4-methylpiperazin-1-yl)pyridin-2-yl]-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(piperidin-1-ylmethyl)pyridin-2-yl]-3-[2-(pyridin-4-yl)thiazol-4-yl]urea;

1-(6-phenoxy-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(2-ethoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-ethyl-pyridin-2-yl)-urea;

1-(6-diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-3-yl-thiazol-4-yl)-urea;

1-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-morpholin-4-ylmethyl-pyridin-2-yl)-urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)-urea;

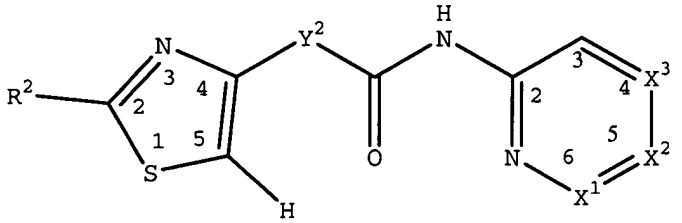
1-(2-phenylthiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea;

1-[6-(1-methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(4-aminophenyl)thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea; and

1-{6-[4-(2-aminoethyl)phenoxy]pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)urea.--

Claim 68 (new): The method of Claim 49 having Formula II



II

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

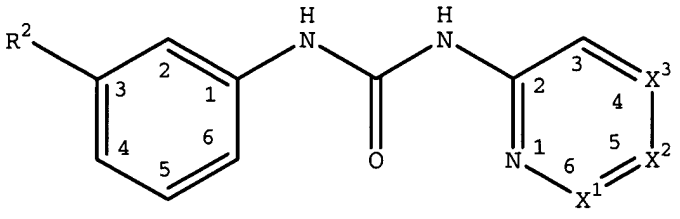
6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$.alkylamino and N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenylamino; and

wherein $Y^2$ is selected from O, NH and $CH_2$;

and pharmaceutically acceptable salts thereof.--

Claim 69 (new): A method of Claim 49 having the formula



III

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl,

morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable salts thereof.--

Claim 70 (new): The method of Claim 69 wherein $X^1$ is $CR^1$; wherein $X^2$ is $CR^1$; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from H, methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

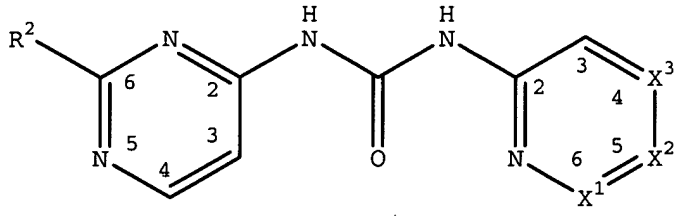
wherein $R^2$ is 3-(N,N-dimethylamino)-1-propynyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 71 (new): The method of Claim 70 wherein $R^1$ is selected from ethyl, propyl, 1-methyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-diethylaminomethylenyl and N,N-diethylamino; and wherein $R^2$ is 5-pyrimidinyl, 2-pyrazinyl, morpholinyl, 4-methylpiperazinyl, 4-fluorophenyl, 4-(N,N-dimethylamino)propynyl, 3-nitrophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 3-aminosulfonylphenyl, 3-(phenylsulfonylamino)phenyl, 3-(methylcarbonylamino)phenyl, 4-[(trifluoromethylcarbonyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 4-methoxyphenyl, 2-thiazolyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 72 (new): The method of Claim 49 having the formula



IV

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl,

N-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$alkylamino and N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenylamino; and pharmaceutically acceptable salts thereof.--

Claim 73 (new): The method of Claim 72 wherein $X^1$ is $CR^1$; wherein $X^2$ is CH; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

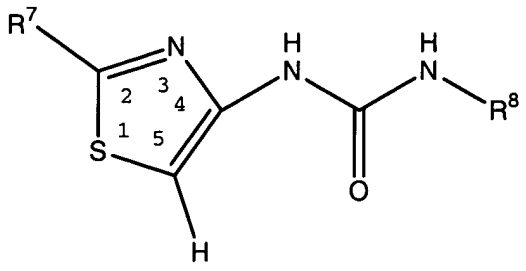
wherein $R^2$ is 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 74 (new): The method of Claim 73 wherein $R^1$ is selected from ethyl, propyl and 1-methyl-4-piperazinyl; and wherein $R^2$ is 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 75 (new): The method of Claim 49 having the formula

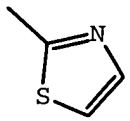


V

wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

wherein $R^8$ is selected from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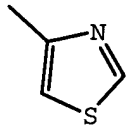
N
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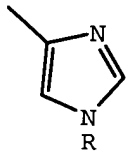
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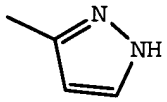
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NH
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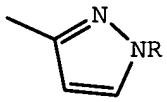
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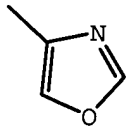
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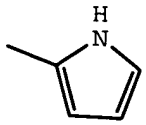
H
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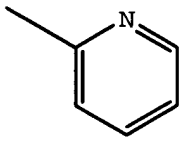

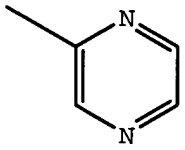

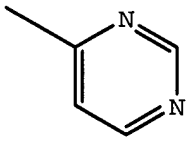

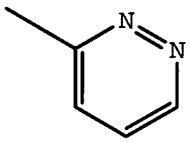

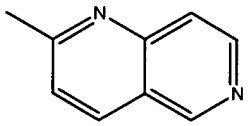

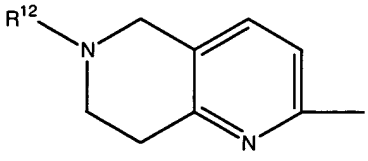

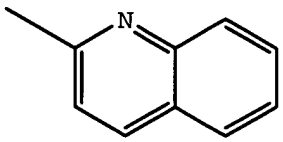
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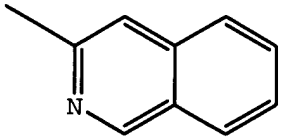

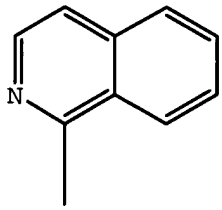

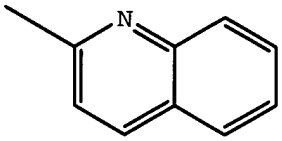
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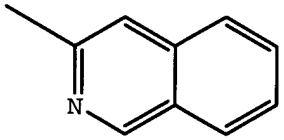
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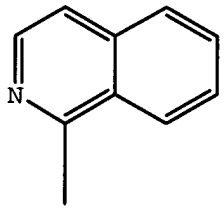
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wherein $R^8$ is optionally substituted with one or two substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-

alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

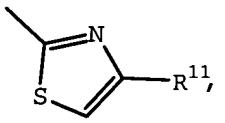
wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl.

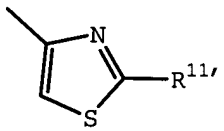
and pharmaceutically acceptable salts thereof.--

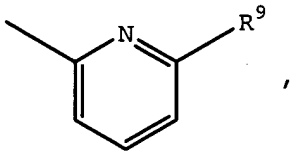
Claim 76 (new): The method of Claim 75 wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, optionally substituted piperidinyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, optionally substituted thienyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, Boc-amino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl,

and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, $C_1$-$C_4$-alkoxy and halo;

wherein $R^8$ is selected from






N
R9
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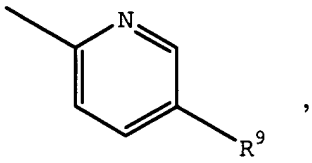
N
R9
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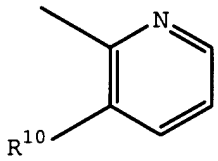
N
R10
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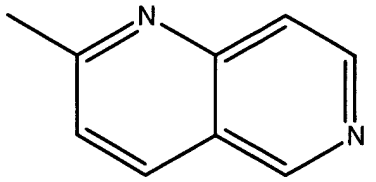
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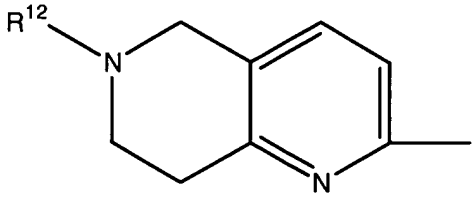
R12
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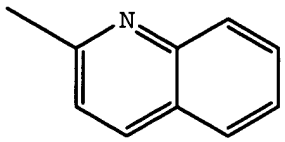

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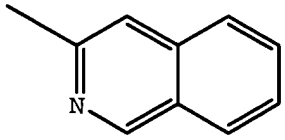

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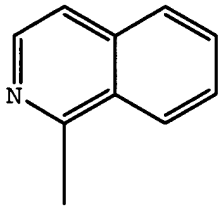


;

wherein $R^9$ is selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ hydroxyalkyl, amino, $C_1$-$C_2$ azidoalkyl, $C_1$-$C_2$ cyanoalkyl, $C_1$-$C_2$ aminoalkyl, halo, (optionally substituted pyrrolidinyl)$CH_2$-, (optionally substituted piperidinyl)-$CH_2$-, (optionally substituted piperazinyl)-$CH_2$-, 4-morpholinyl-$CH_2$-, (optionally substituted imidazolyl)-$CH_2$-, phthalimidylethyl, optionally substituted azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, optionally substituted phenoxy-$CH_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, Boc-aminoethoxymethylenyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 1-piperidinylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is selected from pyridyl and pyrimidinyl; and

wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl,

and pharmaceutically acceptable salts thereof. --

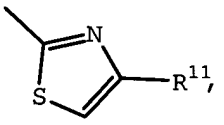
Claim 77 (new): The method of Claim 76 wherein $R^7$ is selected from bromo, chloro, fluoro, $C_1$-$C_3$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, piperidinyl, benzodioxolyl, indolyl, phenoxy, thienyl, phenyl optionally substituted with one or two substituents selected from fluoro, N,N-dimethylamino, amino, methoxy, trifluoromethyl, Boc-amino, hydroxy, ethoxy, methylthio, cyano, trifluoromethoxy, aminosulfonyl, 4-morpholinylsulfonyl, trifluoroacetylaminosulfonyl, and (4-chlorophenyl)aminosulfonyl,

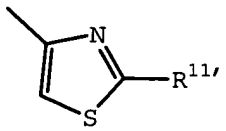
and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, methoxy, ethoxy and chloro;

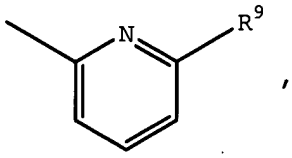
and pharmaceutically acceptable salts thereof.--

Claim 78 (new): The method of Claim 77 wherein $R^7$ is selected from bromo, methyl, ethyl, cyclopropyl, cyclohexyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-Boc-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 2,4-difluorophenyl, 5-benzodioxolyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 5-indolyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl, 2-methoxyphenyl, phenoxy, 2-thienyl, 4-pyrimidinyl, 2-methylthio-4-pyrimidinyl, morpholinyl, 4-piperidinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

wherein $R^8$ is selected from

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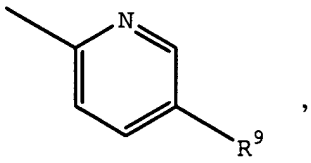
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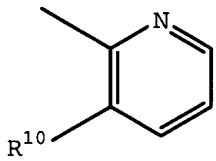
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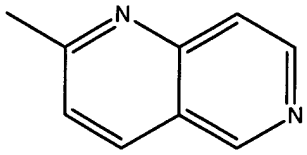
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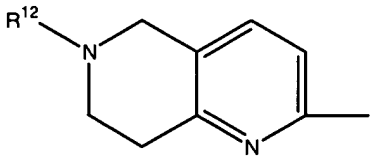
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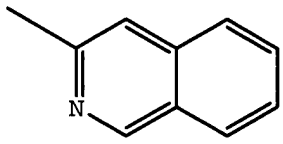
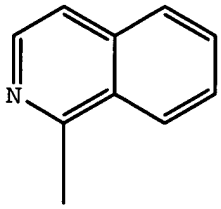

and


;

wherein $R^9$ is selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylpropylenylamino, N,N-diethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino;

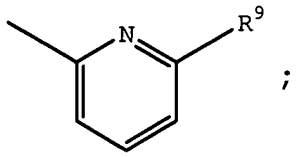
wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is pyridyl; and

wherein $R^{12}$ is selected from H, methyl, ethyl and propyl;

and pharmaceutically acceptable salts thereof.--

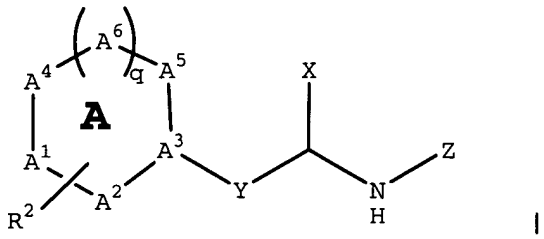
Claim 79 (new): The method of Claim 78 wherein $R^8$ is



;

and pharmaceutically acceptable salts thereof.--

Claim 80 (new): A method of inhibiting a serine/threonine kinase which comprises administering an effective amount of a compound of formula I



I

wherein each of $A^1$-$A^6$ is selected from $CH_2$, CH, C, O, S, NH and N; wherein $A^1$-$A^6$ together form a ring A selected from

additionally substituted or unsubstituted 5- or 6- membered heterocyclyl,

additionally substituted or unsubstituted 5- or 6- membered heteroaryl fused with a phenyl group,

additionally substituted or unsubstituted 5- or 6- membered cycloalkenyl, and

additionally substituted or unsubstituted phenyl,

wherein the ring A is additionally substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, nitro, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein X and Z taken together form a nitrogen containing ring selected from

unsubstituted 5-6 membered heterocyclyl,

unsubstituted 5-6 membered heterocyclyl fused with a phenyl group,

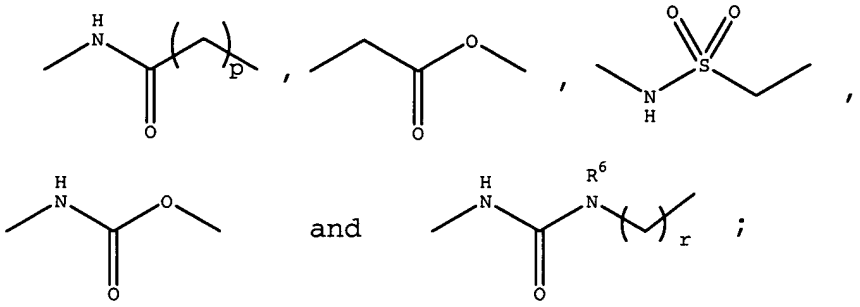
5-6 membered heterocyclyl substituted with one or more substituents independently selected from $R^1$, and

5-6 membered nitrogen-containing heterocyclyl, fused with a phenyl group, substituted with one or more substituents independently selected from $R^1$;

wherein $R^1$ is independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-C(S)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-10 membered heterocyclyl, optionally substituted 4-10 membered heterocyclylalkyl, optionally

substituted phenyl, optionally substituted phenoxy, lower alkyl, lower cyano, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein Y is selected from, in either orientation,



wherein $R^2$ is selected from

lower alkylaminoalkynyl,

cycloalkenyl-$C_{2-3}$-alkynyl,

cycloalkyl-$C_{2-3}$-alkynyl,

phenyl-$C_{2-3}$-alkynyl,

5-6 membered heterocyclyl-$C_{2-3}$-alkynyl,

substituted or unsubstituted cycloalkenyl,

substituted or unsubstituted phenyl,

substituted or unsubstituted 5-6 membered heterocyclyl, and

substituted or unsubstituted 5-6 membered heterocyclyl bridged with a phenyl group;

wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CO_2NR^3R^3$, $-COR^3$, $-NR^3R^3$, $-C(O)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NHC(O)R^3$, $-SO_2NHC(O)R^3$, $-C(S)NR^3R^3$, nitro, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-7 membered heterocyclyl, optionally substituted heterocyclylalkylenyl, optionally substituted phenyl, optionally substituted phenoxyalkylenyl, optionally substituted heterocyclyloxyalkyl, lower alkyl, cyano, lower hydroxyalkyl, lower alkoxyalkyl, lower azidoalkyl, lower aminoalkyl, lower (hydroxyalkyl)aminoalkyl, lower alkylaminoalkyl, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, lower (alkylaminoalkyl)amino lower ((alkylamino)alkylamino)alkyl, lower alkylaminoalkylaminocarbonyl, lower cyanoalkyl, lower alkenyl, lower alkynyl and lower haloalkyl;

wherein $R^3$ is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted phenylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, $C_3$-$C_6$ cycloalkyl, and lower haloalkyl;

wherein $R^6$ is selected from H, alkyl, 5-6 membered heterocyclylalkylenyl and alkylamino;

wherein p is 1 or 2;

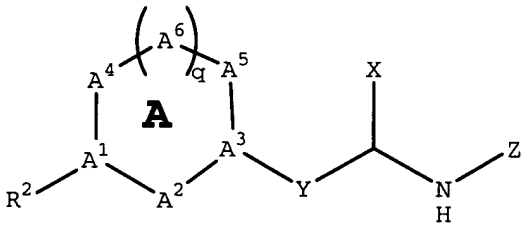
wherein q is 0 or 1; and

wherein r is 0-3;

and pharmaceutically acceptable salts thereof;

provided A is not thiazol-2-yl when Y is ureido; further provided A is not phenyl when $R^2$ is pyridyl or pyrimidyl when Y is ureido and when X and Z taken together form 1-methylindolyl; further provided A is not 1-phenylpyrazol-4-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is pyrrol-1-yl; further provided A is not 5-methylpyrazol-3-yl when Y is ureido when X and Z taken together form pyrazolyl and when $R^2$ is phenyl; further provided A is not thiazolyl or dihydrothiazolyl when $R^2$ is indolyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl; further provided A is not pyrazolyl or dihydropyrazolyl when $R^2$ is 2-furyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; further provided A is not oxadiazolyl or dihydrooxadiazolyl when $R^2$ is phenyl when Y is ureido and when X and Z taken together form thiazolyl or dihydrothiazolyl when $R^1$ is isopropyl; provided A is not thiazolyl when $R^2$ is 3-pyridyl when Y is ureido and when X and Z taken together form 2-(3-pyridyl)thiazol-4-yl; and further provided A is not thien-3-yl when Y is ureido when X and Z taken together form thienyl and when $R^2$ is pyrrol-1-yl.--

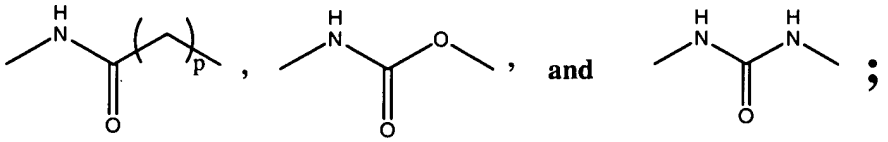
Claim 81 (new): The method of Claim 80 and pharmaceutically acceptable salts thereof, of formula Ia



Ia.--

Claim 82 (new): The method of Claim 81, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heterocyclyl.--

Claim 83 (new): The method of Claim 82, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heteroaryl.--

Claim 84 (new): The method of Claim 83, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein Y, in either orientation is selected from  and ;

wherein p is 1-2;

wherein X and Z taken together form a ring selected from

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group; and

wherein $R^2$ is selected from

substituted phenyl,

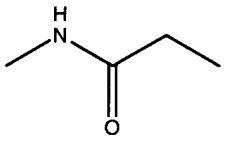
substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl, and

substituted or unsubstituted 5-6 membered nitrogen-containing heteroaryl fused with a phenyl group.--

Claim 85 (new): The method of Claim 84, and pharmaceutically acceptable salts thereof,

wherein A is selected from thiazolyl, oxazolyl, imidazolyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl;

wherein Y, in either orientation is selected from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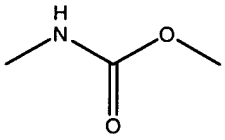
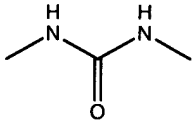

and

;

wherein X and Z taken together form a ring selected from substituted or unsubstituted thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, [1,6]naphthyridinyl, 5,6,7,8-tetrahydro[1,6]naphthyridinyl, isoquinolyl and quinolyl; and

wherein $R^2$ is substituted phenyl or a substituted or unsubstituted heterocyclyl substituent selected from thiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, isoindolyl, indolyl, indazolyl, purinyl, isoquinolyl and quinolyl.-

Claim 86 (new): The method of Claim 85, and pharmaceutically acceptable salts thereof, wherein A is selected from thiazolyl, oxazolyl, and imidazolyl; wherein Y is ureido; wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, [1,6]naphthyridinyl and 5,6,7,8-tetrahydro[1,6]naphthyridinyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$,

1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

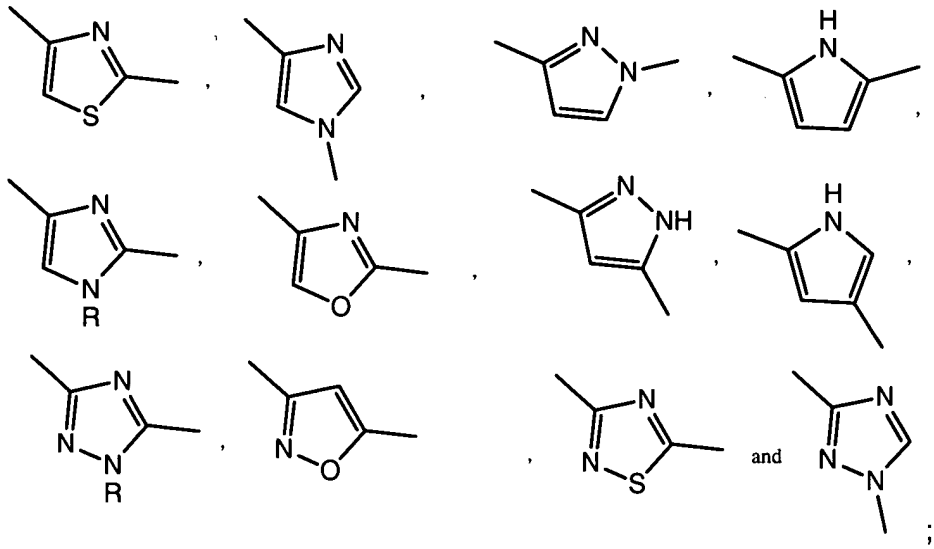
wherein $R^2$ is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, amino, $C_1$-$C_2$-alkoxy, $C_1$-$C_2$-alkoxy-$C_1$-$C_2$-alkyl, hydroxy, $C_1$-$C_2$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylaminocarbonyl, nitro, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, $C_1$-$C_2$-alkylaminosulfonyl, $C_3$-$C_6$-cycloalkylaminosulfonyl, phenyl-$C_1$-$C_2$-alkylaminosulfonyl, (optionally substituted phenyl)aminosulfonyl, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-alkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, $C_1$-$C_2$-alkylamino and $C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino. --

Claim 87 (new): The method of Claim 86, and pharmaceutically acceptable salts thereof, wherein X and Z taken together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl; wherein $R^1$ is one or more substituents selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-

(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and $R^2$ is selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein $R^2$ is unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, amino, methoxy, ethoxy, ethoxymethyl, methylthio, trifluoromethylcarbonylamino and trifluoroethoxy.--

Claim 88 (new): The method of Claim 86 wherein $R^2$ is selected from 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 3-nitrophenyl, 4-(methylcarbonylamino)phenyl, 4-aminosulfonylphenyl, 4-(phenylsulfonylamino)phenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl and 2-methoxyphenyl.--

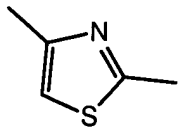
Claim 89 (new): The method of Claim 82 wherein A is selected from




wherein R is selected from H, $C_1$-$C_3$ alkyl and optionally substituted phenyl;
and pharmaceutically acceptable salts thereof.--

Claim 90 (new): The method of Claim 89, and pharmaceutically acceptable salts thereof, wherein X and Z together form pyridyl or substituted pyridyl; wherein $R^1$ is independently selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, optionally substituted pyridyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, optionally substituted phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, halo, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, hydroxy, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, 4-morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidylethyl, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted pyridyloxy, optionally substituted phenoxy, tetrahydrofuryl-O-, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted phenoxy-$C_1$-$C_2$-, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, aminocarbonyl, $C_1$-$C_3$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and wherein $R^2$ is selected from pyridyl or pyridyl further substituted with one or more substituents independently selected from chloro, fluoro, amino, $C_1$-$C_2$ alkoxy, $C_1$-$C_2$ alkoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_2$-alkylthio, $C_1$-$C_2$ haloalkylcarbonylamino and trifluoroethoxy.--

Claim 91 (new): The method of Claim 90, and pharmaceutically acceptable salts thereof, wherein A is



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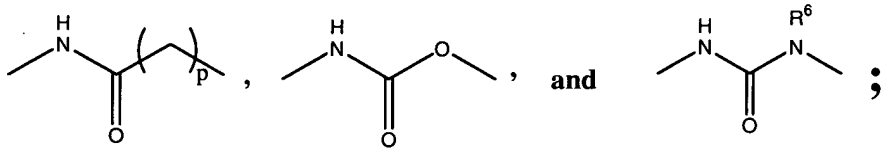
Claim 92 (new): The method of Claim 82, and pharmaceutically acceptable salts thereof, wherein A is 6-membered heteroaryl.--

Claim 93 (new): The method of Claim 81, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered heteroaryl fused with a phenyl ring.--

Claim 94 (new): The method of Claim 81, and pharmaceutically acceptable salts thereof, wherein A is phenyl.--

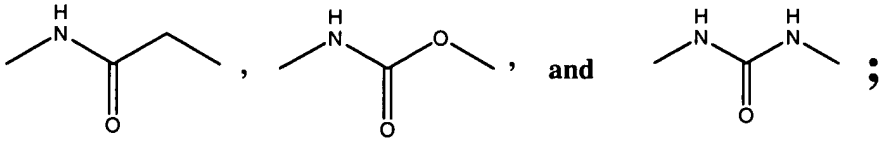
Claim 95 (new): The method of Claim 81, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered cycloalkenyl.--

Claim 96 (new): The method of Claim 81, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, cyclopentadienyl and cyclopentenyl; wherein Y, in either orientation, is selected from



wherein X and Z together form a ring selected from substituted or unsubstituted pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, purinyl, isoquinolyl and quinolyl, wherein said ring is optionally substituted with $R^1$; wherein $R^2$ is selected from substituted or unsubstituted phenyl, morpholinyl, piperidinyl, piperazinyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, indolyl, purinyl, isoquinolyl and quinolyl; and wherein $R^6$ is H.--

Claim 97 (new): The method of Claim 96, and pharmaceutically acceptable salts thereof, wherein A is selected from phenyl, pyridyl and pyrimidinyl; wherein Y, in either orientation is selected from



wherein X and Z together form a ring selected from pyridyl, pyrazinyl, pyrimidinyl and pyridazinyl, wherein said ring is optionally substituted with $R^1$; wherein $R^1$ is one or more substituents independently selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, piperidinyl, morpholinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, tert-butyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, difluoromethyl, pentafluoroethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminoethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylethylenylaminocarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylethylenylamino, morpholinylpropylenylamino, N,N-diethylamino, N,N-dimethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino; and wherein $R^2$ is selected from

phenyl substituted with a substituent

selected from amino, aminosulfonyl, cyano, N,N-dimethylamino, ethoxy, fluoro, hydroxyl, methoxy, nitro, methylcarbonylamino, 4-morpholinylsulfonyl, phenylsulfonylamino, (4-chlorophenyl)aminosulfonyl, trifluoromethyl, trifluoromethoxy and -$SO_2NHC(O)CF_3$,

pyrazinyl,

pyrimidinyl,

morpholinyl,

piperidinyl,

piperazinyl optionally substituted with methyl, ethyl or propyl,

pyridazinyl and

pyridyl unsubstituted or substituted with one or more substituents independently selected from chloro, fluoro, bromo, amino, methoxy, ethoxy, 1,1,1-trifluoroethoxy and trifluoromethylcarbonylamino. --

Claim 98 (new): The method of Claim 80 and pharmaceutically acceptable salts thereof selected from:

1-pyridin-2-yl-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(6-ethylpyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(3,4,5,6-tetrahydro-2H-[1,2']bipyridinyl-6'-yl)urea;

1-(6-(diethylaminomethyl)pyridin-2-yl)-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(4-methylpiperazin-1-yl)pyridin-2-yl]-3-(2-pyridin-4-ylthiazol-4-yl)urea;

1-[6-(piperidin-1-ylmethyl)pyridin-2-yl]-3-[2-(pyridin-4-yl)thiazol-4-yl]urea;

1-(6-phenoxy-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(2-ethoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-ethyl-pyridin-2-yl)-urea;

1-(6-diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-3-yl-thiazol-4-yl)-urea;

1-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-morpholin-4-ylmethyl-pyridin-2-yl)-urea;

1-(2-pyridin-4-yl-thiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)-urea;

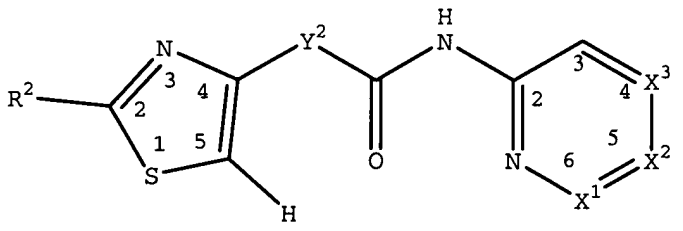
1-(2-phenylthiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea;

1-[6-(1-methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)urea;

1-[2-(4-aminophenyl)thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)urea; and

1-{6-[4-(2-aminoethyl)phenoxy]pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)urea.--

Claim 99 (new): The method of Claim 80 having Formula II



II

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

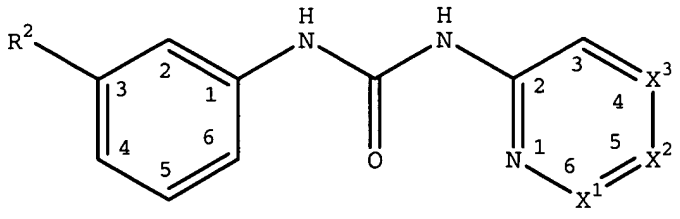
6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$alkylamino and N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenylamino; and

wherein $Y^2$ is selected from O, NH and $CH_2$;

and pharmaceutically acceptable salts thereof.--

Claim 100 (new): A method of Claim 80 having the formula



III

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is selected from halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl,

morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$alkylamino and N,N-di-$C_1$-$C_2$alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable salts thereof.--

Claim 101 (new): The method of Claim 100 wherein $X^1$ is $CR^1$; wherein $X^2$ is $CR^1$; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from H, methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

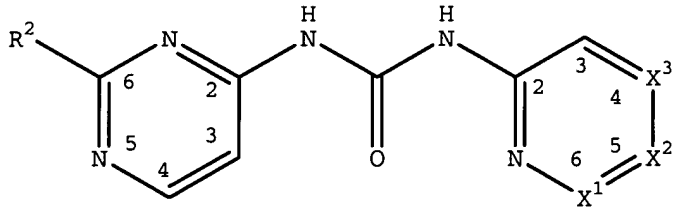
wherein $R^2$ is 3-(N,N-dimethylamino)-1-propynyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 102 (new): The method of Claim 101 wherein $R^1$ is selected from ethyl, propyl, 1-methyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-diethylaminomethylenyl and N,N-diethylamino; and wherein $R^2$ is 5-pyrimidinyl, 2-pyrazinyl, morpholinyl, 4-methylpiperazinyl, 4-fluorophenyl, 4-(N,N-dimethylamino)propynyl, 3-nitrophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 3-aminosulfonylphenyl, 3-(phenylsulfonylamino)phenyl, 3-(methylcarbonylamino)phenyl, 4-[(trifluoromethylcarbonyl)aminosulfonyl]phenyl, 4-hydroxyphenyl, 4-methoxyphenyl, 2-thiazolyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 103 (new): The method of Claim 80 having the formula



IV

wherein $X^1$ is $CR^1$ or N; wherein $X^2$ is $CR^1$ or N; wherein $X^3$ is CH or N; provided only one of $X^1$, $X^2$ and $X^3$ can be N;

wherein $R^1$ is one or more substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

wherein $R^2$ is halo, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_2$-$C_4$-alkynyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 5- or 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl,

N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino; and pharmaceutically acceptable salts thereof.--

Claim 104 (new): The method of Claim 103 wherein $X^1$ is $CR^1$; wherein $X^2$ is CH; wherein $X^3$ is CH; provided $X^2$ is CH when $X^1$ is not CH;

wherein $R^1$ is independently selected from methyl, ethyl, propyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-ethylaminomethylenyl and N,N-diethylamino; and

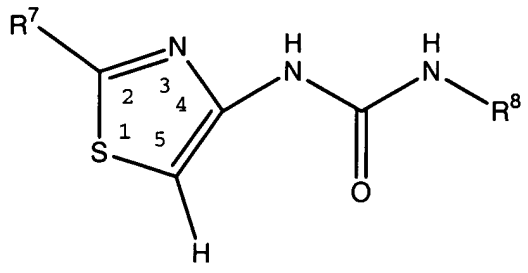
wherein $R^2$ is 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, 3-(methylcarbonylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-(trifluoromethylcarbonylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 3-(phenylsulfonylamino)phenyl, 2,4-difluorophenyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-nitrophenyl, 3-methoxyphenyl, 2-methoxyphenyl, 2-thiazolyl, 2-pyrazinyl, 5-pyrimidinyl, 4-methyl-1-piperazinyl, 4-morpholinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 6-(trifluoromethylcarbonylamino)-3-pyridyl, 6-amino-3-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 105 (new): The method of Claim 104 wherein $R^1$ is selected from ethyl, propyl and 1-methyl-4-piperazinyl; and wherein $R^2$ is 4-pyridyl;

and pharmaceutically acceptable salts thereof.--

Claim 106 (new): The method of Claim 80 having the formula

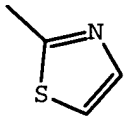


V

wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, 5-membered oxygen or sulfur containing heteroaryl, 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

wherein $R^8$ is selected from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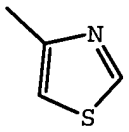
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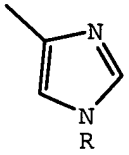
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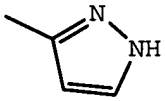
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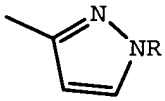
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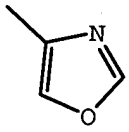
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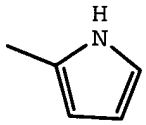
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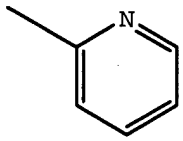

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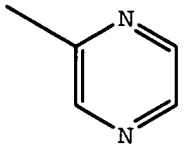

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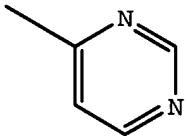

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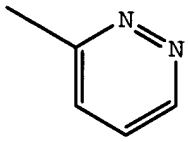

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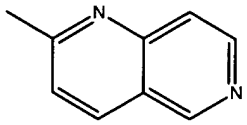

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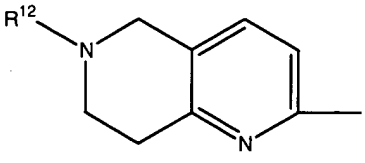
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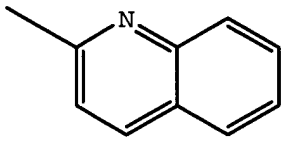
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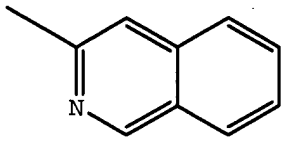

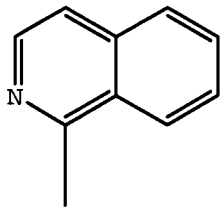

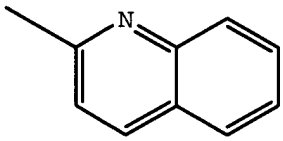
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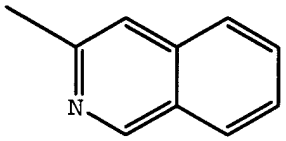
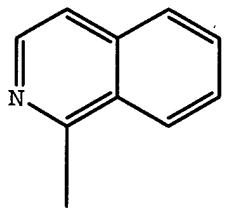

and


;

wherein $R^8$ is optionally substituted with one or two substituents independently selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_6$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-, (optionally substituted piperidinyl)-$C_1$-$C_2$-, (optionally substituted piperazinyl)-$C_1$-$C_2$-, morpholinyl-$C_1$-$C_2$-, (optionally substituted imidazolyl)-$C_1$-$C_2$-, phthalimidyl-$C_1$-$C_2$-, optionally substituted azepanyl-$C_1$-$C_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$C_1$-$C_2$-, optionally substituted phenoxy-$C_1$-$C_2$-, $C_1$-$C_4$-

alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted pyridyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino; and

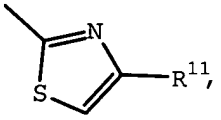
wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl.

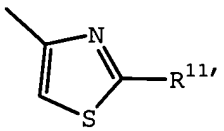
and pharmaceutically acceptable salts thereof.--

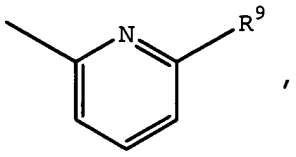
Claim 107 (new): The method of Claim 106 wherein $R^7$ is selected from halo, $C_1$-$C_4$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, optionally substituted piperidinyl, optionally substituted benzodioxolyl, optionally substituted indolyl, optionally substituted phenoxy, optionally substituted thienyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, Boc-amino, amino, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, cyano, $C_1$-$C_2$-haloalkyloxy, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl, and (optionally substituted phenyl)aminosulfonyl,

and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, $C_1$-$C_4$-alkoxy and halo;

wherein $R^8$ is selected from





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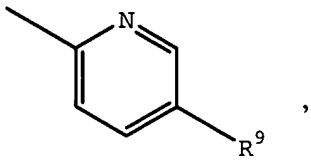

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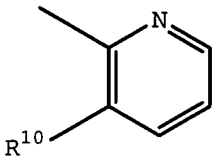

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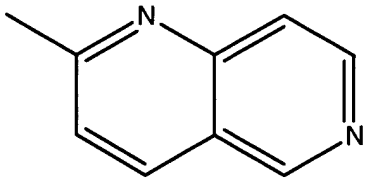

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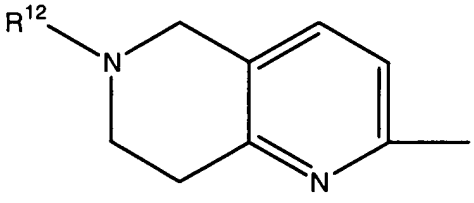

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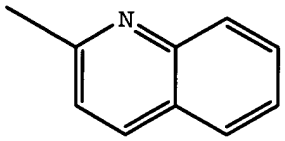
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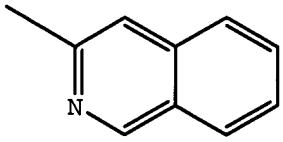
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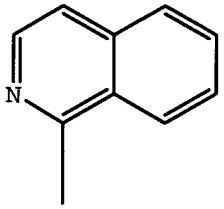

;

wherein $R^9$ is selected from optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, $C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ hydroxyalkyl, amino, $C_1$-$C_2$ azidoalkyl, $C_1$-$C_2$ cyanoalkyl, $C_1$-$C_2$ aminoalkyl, halo, (optionally substituted pyrrolidinyl)$CH_2$-, (optionally substituted piperidinyl)-$CH_2$-, (optionally substituted piperazinyl)-$CH_2$-, 4-morpholinyl-$CH_2$-, (optionally substituted imidazolyl)-$CH_2$-, phthalimidylethyl, optionally substituted azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, optionally substituted phenoxy-$CH_2$-, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino-$C_1$-$C_4$-alkyl, Boc-aminoethoxymethylenyl, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-O-, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 1-piperidinylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, morpholinyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is selected from pyridyl and pyrimidinyl; and

wherein $R^{12}$ is selected from H, and $C_1$-$C_4$ alkyl,

and pharmaceutically acceptable salts thereof. --

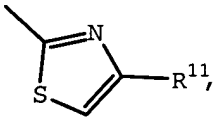
Claim 108 (new): The method of Claim 107 wherein $R^7$ is selected from bromo, chloro, fluoro, $C_1$-$C_3$-alkyl, $C_3$-$C_6$-cycloalkyl, optionally substituted pyrimidinyl, morpholinyl, piperidinyl, benzodioxolyl, indolyl, phenoxy, thienyl, phenyl optionally substituted with one or two substituents selected from fluoro, N,N-dimethylamino, amino, methoxy, trifluoromethyl, Boc-amino, hydroxy, ethoxy, methylthio, cyano, trifluoromethoxy, aminosulfonyl, 4-morpholinylsulfonyl, trifluoroacetylaminosulfonyl, and (4-chlorophenyl)aminosulfonyl,

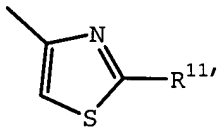
and pyridyl optionally substituted with one or two substituents selected from $C_1$-$C_3$ alkyl, methoxy, ethoxy and chloro;

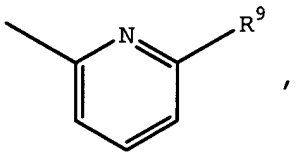
and pharmaceutically acceptable salts thereof.--

Claim 109 (new): The method of Claim 108 wherein $R^7$ is selected from bromo, methyl, ethyl, cyclopropyl, cyclohexyl, 3-fluorophenyl, 4-fluorophenyl, 4-(N,N-dimethylamino)phenyl, phenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-aminophenyl, 3-aminophenyl, 4-Boc-aminophenyl, 4-aminosulfonylphenyl, 4-(4-morpholinylsulfonyl)phenyl, 4-(trifluoroacetylaminosulfonyl)phenyl, 4-[(4-chlorophenyl)aminosulfonyl]phenyl, 2,4-difluorophenyl, 5-benzodioxolyl, 2,4-dimethoxyphenyl, 3-hydroxyphenyl, 3-ethoxyphenyl, 3,4-dimethoxyphenyl, 4-methylthiophenyl, 5-indolyl, 4-cyanophenyl, 4-trifluoromethoxyphenyl, 4-methoxyphenyl, 3-methoxyphenyl, 2-methoxyphenyl, phenoxy, 2-thienyl, 4-pyrimidinyl, 2-methylthio-4-pyrimidinyl, morpholinyl, 4-piperidinyl, 6-methoxy-3-pyridyl, 2-methoxy-3-pyridyl, 2-ethoxy-3-pyridyl, 3,4-dichloro-4-pyridyl, 3,5-dichloro-4-pyridyl, 2-chloro-4-pyridyl, 3-pyridyl and 4-pyridyl;

wherein $R^8$ is selected from

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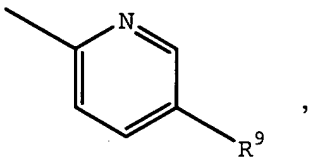
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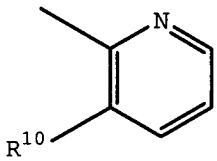
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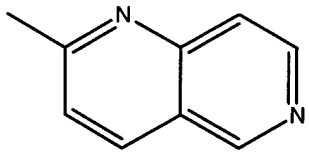
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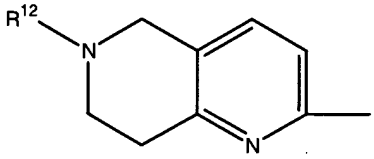
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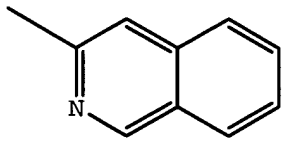
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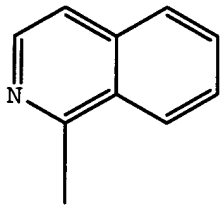

;

wherein $R^9$ is selected from 3-(N,N-dimethylamino)-1-pyrrolidinyl, 1-methyl-4-piperazinyl, 1-benzyl-4-piperazinyl, 1-(2-pyrimidinyl)-4-piperazinyl, 1-(2-pyridyl)-4-piperazinyl, 1-ethyl-4-piperazinyl, 4-amino-1-piperidinyl, 4-(N-hydroxyethylamino)-1-piperidinyl, 4-(N-propylamino)-1-piperidinyl, 4-(N-benzylamino)-1-piperidinyl, 4-oxo-piperidinyl, 4-(hydroxyimino)-piperidinyl, 4-morpholinyl, 1,4-dioxa-8-aza-spiro[4.5]decyl, pyridyl, phenyl, methyl, ethyl, propyl, amino, azidomethyl, hydroxymethyl, trifluoromethyl, fluoro, chloro, bromo, aminoethyl, aminomethyl, cyanomethyl, 1-pyrrolidinyl-$CH_2$-, 2-methoxycarbonyl-1-pyrrolidinyl-$CH_2$-, 2-carboxy-1-pyrrolidinyl-$CH_2$-, 2-hydroxymethyl-1-pyrrolidinyl-$CH_2$-, 1-piperidinyl-$CH_2$-, 4-methyl-1-piperidinyl-$CH_2$-, 3-methyl-1-piperidinyl-$CH_2$-, 2-methyl-1-piperidinyl-$CH_2$-, 3,5-dimethyl-1-piperidinyl-$CH_2$-, 4-oxo-1-piperidinyl-$CH_2$-, 4-hydroxy-1-piperidinyl-$CH_2$-, 3-hydroxy-1-piperidinyl-$CH_2$-, 2-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 3-carboxy-1-piperidinyl-$CH_2$-, 4-ethoxycarbonyl-1-piperidinyl-$CH_2$-, 4-carboxy-1-piperidinyl-$CH_2$-, 4-(1-pyrrolidinyl)-1-piperidinyl-$CH_2$-, 4-(N-hydroxyethylamino)-1-piperidinyl-$CH_2$-, 4-(N-propylamino)-1-piperidinyl-$CH_2$-, 1-methyl-4-piperazinyl-$CH_2$-, 4-morpholinyl-$CH_2$-, (2-methyl-1-imidazolyl-$CH_2$-, 3-(N,N-diethylamino)carbonyl-1-piperidinyl-$CH_2$-, phthalimidylethyleneyl, 1-azepanyl-$CH_2$-, 1,4-dioxa-8-aza-spiro[4.5]decyl-$CH_2$-, 4-(methyl)phenoxymethylenyl, 4-(N,N-dimethylaminomethylenyl)phenoxymethylenyl, methylaminothiocarbonyl, methoxymethylenyl, ethylaminothiocarbonyl, N,N-dimethylaminoethylenyl, N,N-diethylaminomethylenyl, N-methylaminomethylenyl, N-(hydroxypropyl)aminomethylenyl, N-ethylaminomethylenyl, Boc-aminoethoxymethylenyl, aminoethoxymethylenyl, (1-aza-bicyclo[2.2.2]oct-3-yl)-oxy, 2-pyrrolidinylmethoxy, 1-methyl-2-pyrrolidinylmethoxy, azetidin-3-ylmethoxy, N-Boc-azetidin-3-ylmethoxy, N-Boc-piperidin-4-ylethoxy, 1-methyl-4-piperidinylethoxy, 4-piperidinylethoxy, 4-piperidinylmethoxy, N,N-dimethylaminoethoxy, 3-tetrahydrofuryl-O-, 3-tetrahydrofurylmethoxy, 4-tetrahydrofurylmethoxy, 4-methylphenoxy, 4-(aminoethyl)phenoxy, 4-(1-imidazolyl)phenoxy, 2,4-dimethylphenoxy, phenoxy, 4-cyanophenoxy, 4-[1,3]dioxolan-2-ylphenoxy, 4-fluorophenoxy, 3,4-difluorophenoxy, ethoxycarbonyl, morpholinylpropylenylaminocarbonyl, 1-piperidinylcarbonyl, methylaminocarbonyl, ethylaminocarbonyl, N,N-diethylaminocarbonyl, N-(N',N'-dimethylaminoethylenyl)aminocarbonyl, aminocarbonyl, morpholinylpropylenylamino, N,N-diethylamino, N,N-diethylamino(2-propylenyl)aminomethylenyl, N,N-diethylamino(1-propylenyl)aminomethylenyl and N-(N',N'-dimethylaminoethylenyl)amino;

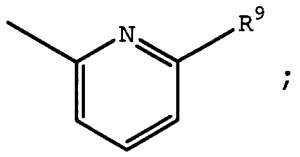
wherein $R^{10}$ is selected from H, hydroxy, and amino;

wherein $R^{11}$ is pyridyl; and

wherein $R^{12}$ is selected from H, methyl, ethyl and propyl;

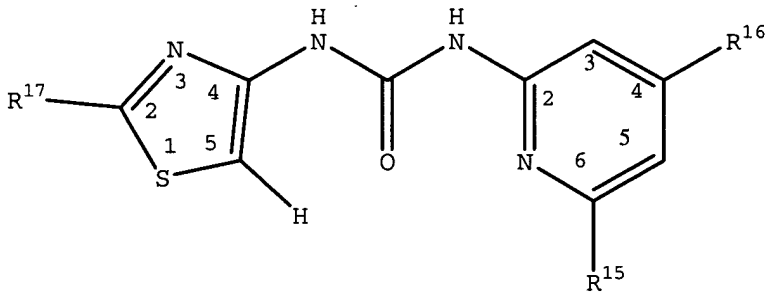
and pharmaceutically acceptable salts thereof.--

Claim 110 (new): The method of Claim 109 wherein $R^8$ is



and pharmaceutically acceptable salts thereof.--

Claim 111 (new): A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of Formula VI



VI

wherein $R^{15}$ is one or more substituents selected from H, optionally substituted heterocyclyl, phenyl, $C_1$-$C_3$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted heterocyclyl)-$C_1$-$C_4$-alkyl, optionally substituted phenoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, optionally substituted heterocyclyloxy, optionally substituted heterocyclyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-sulfonyl-$C_1$-$C_4$-alkyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{16}$ is selected from H, heterocyclylcarbonyl, alkylaminocarbonyl, alkylaminomethyl, and heterocyclylmethyl; and

wherein $R^{17}$ is selected from halo, $C_1$-$C_6$-alkyl, cycloalkylalkynyl, cycloalkyl, optionally substituted indolyl, optionally substituted indazolyl, optionally substituted phenoxy, optionally substituted heteroarylsulfonyl-$C_1$-$C_4$-alkyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-

membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$.alkylamino and N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof;

provided only one of $R^{15}$ and $R^{16}$ is H.--

Claim 112 (new): The method of Claim 111 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from halo, $C_1$-$C_2$-alkyl, optionally substituted 5-6-membered heteroarylsulfonyl-$C_1$-$C_2$-alkyl, optionally substituted phenoxy, and $C_3$-$C_6$-cycloalkyl-$C_2$-$C_4$-alkynyl; and pharmaceutically acceptable derivatives thereof.--

Claim 113 (new): The method of Claim 112 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-

(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from chloro, bromo, methyl and cyclopropylethynyl; and pharmaceutically acceptable derivatives thereof.--

Claim 114 (new): The method of Claim 113 wherein $R^{17}$ is chloro or bromo; and pharmaceutically acceptable derivatives thereof.--

Claim 115 (new): The method of Claim 111 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from $C_3$-$C_6$-cycloalkyl and phenyl optionally substituted with one or two substituents selected from halo,

$C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl;

and pharmaceutically acceptable derivatives thereof.--

Claim 116 (new): The method of Claim 115 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-

(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from cyclopropyl and phenyl optionally substituted with aminosulfonyl; and pharmaceutically acceptable derivatives thereof.--

Claim 117 (new): The method of Claim 116 wherein $R^{17}$ is unsubstituted phenyl; and pharmaceutically acceptable derivatives thereof.--

Claim 118 (new): The method of Claim 111 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from optionally substituted indazolyl, optionally substituted indolyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, and 6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$.alkylamino and N,N-di-$C_1$-$C_2$.alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof.--

Claim 119 (new): The method of Claim 118 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-

1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from 5-indazolyl, 1-Boc-indol-5-yl, unsubstituted thienyl, 5-tert-butyloxazol-2-yl and 4-pyridyl substituted with one or more substituents independently selected from methoxy and chloro;
and pharmaceutically acceptable derivatives thereof.--

Claim 120 (new): The method of Claim 119 wherein $R^{17}$ is 4-pyridyl; and pharmaceutically acceptable derivatives thereof.--

Claim 121 (new): The method of Claim 111 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;
1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;
N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;
N,N-Diethyl-2-[3-(2-phenyl-thiazol-4-yl)-ureido]-isonicotinamide;
2-[3-(2-Bromo-thiazol-4-yl)-ureido]-N,N-diethyl-isonicotinamide;
1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;
1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(isopropylamino-methyl)-pyridin-2-yl]-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-(2-Bromo-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-phenoxy-pyridin-2-yl)-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea.--

Claim 122 (new): The method of Claim 111 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;

1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;

1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

3-(4-{3-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-ureido}-thiazol-2-yl)-benzenesulfonamide;

*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

Isopropyl-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

Isopropyl-{6-[3-(2-phenyl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-(2-phenylthiazol-4-yl)-3-[6-(4-pyrimidin-2-yl-piperazin-1-yl)pyridin-2-yl]urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

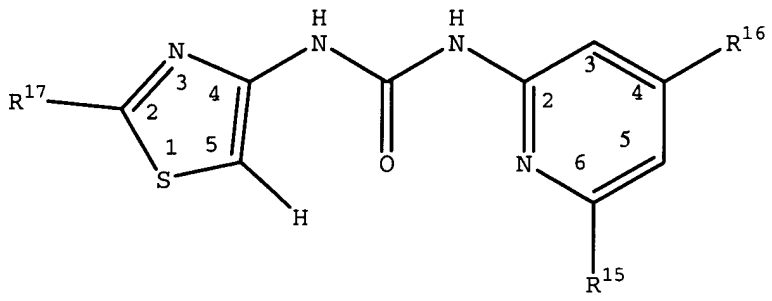
1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea. --

Claim 123 (new): A method of inhibiting a serine/threonine kinase which comprises administering an effective amount of a compound of Formula VI



VI

wherein $R^{15}$ is one or more substituents selected from H, optionally substituted heterocyclyl, phenyl, $C_1$-$C_3$-alkyl, $C_1$-$C_2$-haloalkyl, $C_1$-$C_4$-hydroxyalkyl, amino, $C_1$-$C_4$-azidoalkyl, $C_1$-$C_4$-cyanoalkyl, $C_1$-$C_4$-aminoalkyl, halo, hydroxy, (optionally substituted heterocyclyl)-$C_1$-$C_4$-alkyl, optionally substituted phenoxy-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, amino-$C_1$-$C_4$-alkoxy-$C_1$-$C_4$-alkyl, optionally substituted heterocyclyloxy, optionally substituted heterocyclyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, optionally substituted phenoxy, $C_1$-$C_4$-alkoxycarbonyl, 5-6-membered heterocyclyl-$C_1$-$C_4$-alkylaminocarbonyl, 5-6-membered N-containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminothiocarbonyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylaminocarbonyl, aminocarbonyl, 5-6-membered N-containing heterocyclyl-sulfonyl-$C_1$-$C_4$-alkyl, 5-6-membered N-containing heterocyclyl-$C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, and $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkylamino;

wherein $R^{16}$ is selected from H, heterocyclylcarbonyl, alkylaminocarbonyl, alkylaminomethyl, and heterocyclylmethyl; and

wherein $R^{17}$ is selected from halo, $C_1$-$C_6$-alkyl, cycloalkylalkynyl, cycloalkyl, optionally substituted indolyl, optionally substituted indazolyl, optionally substituted phenoxy, optionally substituted heteroarylsulfonyl-$C_1$-$C_4$-alkyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, phenyl optionally substituted with one or two substituents selected

from halo, $C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl, and

6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof;
provided only one of $R^{15}$ and $R^{16}$ is H.--

Claim 124 (new): The method of Claim 123 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from halo, $C_1$-$C_2$-alkyl, optionally substituted 5-6-membered heteroarylsulfonyl-$C_1$-$C_2$-alkyl, optionally substituted phenoxy, and $C_3$-$C_6$-cycloalkyl-$C_2$-$C_4$-alkynyl; and pharmaceutically acceptable derivatives thereof.--

Claim 125 (new): The method of Claim 124 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from chloro, bromo, methyl and cyclopropylethynyl; and pharmaceutically acceptable derivatives thereof.--

Claim 126 (new): The method of Claim 125 wherein $R^{17}$ is chloro or bromo; and pharmaceutically acceptable derivatives thereof.--

Claim 127 (new): The method of Claim 123 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from $C_3$-$C_6$-cycloalkyl and phenyl optionally substituted with one or two substituents selected from halo,

$C_1$-$C_4$-alkylamino, amino, nitro, $C_1$-$C_4$-alkoxy, $C_1$-$C_2$-haloalkyl, hydroxy, $C_1$-$C_4$-alkylthio, $C_1$-$C_4$-alkylcarbonylamino, (optionally substituted phenyl)sulfonylamino, cyano, $C_1$-$C_2$-haloalkoxy, 5- or 6-membered N-containing heterocyclyl, aminosulfonyl, (6-membered N-containing heterocyclyl)sulfonyl, $C_1$-$C_2$-haloalkylcarbonylaminosulfonyl and (optionally substituted phenyl)aminosulfonyl;

and pharmaceutically acceptable derivatives thereof.--

Claim 128 (new): The method of Claim 127 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from cyclopropyl and phenyl optionally substituted with aminosulfonyl; and pharmaceutically acceptable derivatives thereof.--

Claim 129 (new): The method of Claim 128 wherein $R^{17}$ is unsubstituted phenyl; and pharmaceutically acceptable derivatives thereof.--

Claim 130 (new): The method of Claim 123 wherein $R^{15}$ is selected from H, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted piperidinyl, morpholinyl, 1,2,3,6-tetrahydro-pyridinyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkyl, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkyl, morpholinyl-$C_1$-$C_2$-alkyl, (optionally substituted pyrrolidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperidinyl)-$C_1$-$C_2$-alkylamino, (optionally substituted piperazinyl)-$C_1$-$C_2$-alkylamino, morpholinyl-$C_1$-$C_2$-alkylamino, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkyl, $C_1$-$C_4$-hydroxyalkylamino, optionally substituted pyrrolidinyl-$C_1$-$C_4$-alkoxy, optionally substituted azetidinyl-$C_1$-$C_4$-alkoxy, tetrahydrofuryl-$C_1$-$C_4$-alkoxy, optionally substituted piperidinyl-$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-alkylamino-$C_1$-$C_4$-alkoxy, tetrahydrofuryloxy, optionally substituted piperidinyloxy, optionally substituted phenoxy, $C_1$-$C_4$-alkylaminocarbonyl and $C_1$-$C_4$-alkylaminothiocarbonyl; wherein $R^{16}$ is selected from H, 5-6-membered nitrogen containing heterocyclylcarbonyl, $C_1$-$C_4$-alkylaminocarbonyl, $C_1$-$C_4$-alkylaminomethyl, and 5-6-membered nitrogen containing heterocyclylmethyl; and wherein $R^{17}$ is selected from optionally substituted indazolyl, optionally substituted indolyl, unsubstituted 5-membered oxygen or sulfur containing heteroaryl, unsubstituted 6-membered nitrogen-containing heterocyclyl, and 6-membered nitrogen-containing heterocyclyl substituted with one or more substituents independently selected from pyridyl, phenyl,

$C_1$-$C_4$ alkyl, $C_1$-$C_2$ haloalkyl, $C_1$-$C_2$ alkoxy, amino, halo, piperidinyl, morpholinyl, $C_1$-$C_2$ alkylpiperazinyl, $C_1$-$C_3$ alkylaminothiocarbonyl, N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, N-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenyl, morpholinyl-$C_1$-$C_4$-alkylenylaminocarbonyl, aminocarbonyl, $C_1$-$C_2$-haloalkylcarbonylamino, morpholinyl-$C_1$-$C_4$-alkylenylamino, N,N-di-$C_1$-$C_2$-alkylamino and N,N-di-$C_1$-$C_2$-alkylamino-$C_1$-$C_4$-alkylenylamino;

and pharmaceutically acceptable derivatives thereof.--

Claim 131 (new): The method of Claim 130 wherein $R^{15}$ is selected from H, tetrahydro-furanyloxy, 1-methylpyrrolidin-2-ylmethoxy, 2-pyrrolidinylmethoxy, 3-pyrrolidinylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, 4-piperidinylmethoxy, 1-Boc-piperidin-4-ylmethoxy, 1-Boc-piperidin-4-ylethoxy, piperidin-4-ylethoxy, 1-methyl-piperidin-4-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 1-methyl-azetidin-3-ylmethoxy, 3-azetidinylmethoxy, 1-methyl-piperidin-4-yloxy, phenyloxy, 4-(pyrrolidin-1-ylmethyl)phenoxy, dimethylaminoethoxy, 1-piperidinylmethyl, 1-(piperidin-1-yl)ethyl, 3-methylpiperidin-1-ylmethyl, 1-pyrrolidinylmethyl, 2,2,6,6-tetramethylpiperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, dimethylaminomethyl, diethylaminomethyl, diethylaminothiocarbonyl, diethylaminocarbonyl, N-Boc-N-isopropylaminomethyl, isopropylaminomethyl, 2-thienylsulfonylmethyl, hydroxypropylamino, 4-ethyl-piperidin-1-yl, 4-(2-pyridyl)piperidin-1-yl, 1-methylpiperidin-4-yl, 4-(2-pyrazinyl)piperidin-1-yl, 1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl, 1,2,3,6-tetrahydro-pyridin-4-yl, and 1-Boc-1,2,3,6-tetrahydro-pyridin-4-yl; wherein $R^{16}$ is selected from H, 1-piperidinylcarbonyl, diethylaminocarbonyl, diethylaminomethyl, 1-piperidinylmethyl; and wherein $R^{17}$ is selected from 5-indazolyl, 1-Boc-indol-5-yl, unsubstituted thienyl, 5-tert-butyloxazol-2-yl and 4-pyridyl substituted with one or more substituents independently selected from methoxy and chloro;

and pharmaceutically acceptable derivatives thereof.--

Claim 132 (new): The method of Claim 130 wherein $R^{17}$ is 4-pyridyl; and pharmaceutically acceptable derivatives thereof.--

Claim 133 (new): The method of Claim 123 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;
1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;
N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;
N,N-Diethyl-2-[3-(2-phenyl-thiazol-4-yl)-ureido]-isonicotinamide;
2-[3-(2-Bromo-thiazol-4-yl)-ureido]-N,N-diethyl-isonicotinamide;
1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;
1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;
1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;
1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;
*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;
1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;
1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;
1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;
1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(isopropylamino-methyl)-pyridin-2-yl]-urea;
1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-(2-Bromo-thiazol-4-yl)-3-[4-(piperidine-1-carbonyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-phenoxy-pyridin-2-yl)-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea.--

Claim 134 (new): The method of Claim 123 and pharmaceutically acceptable derivatives thereof selected from:

1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[4-(Piperidine-1-carbonyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

N,N-Diethyl-2-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-isonicotinamide;

1-(4-Diethylaminomethyl-pyridin-2-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(2,6-Dimethyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Piperidin-1-yl-ethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

2-({6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylamino}-methyl)-piperidine-1-carboxylic acid tert-butyl ester;

1-{6-[(Piperidin-2-ylmethyl)-amino]-pyridin-2-yl}-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(S)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

(R)-1-[6-(3-Methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Chloro-thiazol-4-yl)-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-bromo-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-chloro-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

3-(4-{3-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-ureido}-thiazol-2-yl)-benzenesulfonamide;

*tert*-Butyl 3-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl}-pyrrolidine-1-carboxylate;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-3-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Cyclopropyl-thiazol-4-yl)-3-[6-(2-piperidin-4-yl-ethoxy)-pyridin-2-yl]-urea;

Isopropyl-{6-[3-(2-pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

Isopropyl-{6-[3-(2-phenyl-thiazol-4-yl)-ureido]-pyridin-2-ylmethyl}-carbamic acid tert-butyl ester;

1-[6-(Isopropylamino-methyl)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-(2-phenylthiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(tetrahydro-furan-3-yloxy)-pyridin-2-yl]-urea;

1-[2-(1H-Indazol-5-yl)-thiazol-4-yl]-3-(6-piperidin-1-ylmethyl-pyridin-2-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-Bromo-thizol-4-yl)-3-(1'-methyl-1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(1'-Methyl-1',2',3',6'-tetrahydro-2[2,4]bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(3-Hydroxy-propylamino)-pyridin-2-yl]-3-(2-pyridin-4-yl-thizol-4-yl)-urea;

1-(2-Bromo-thiazol-4-yl)-3-[6(3-hydroxy-propylamino)-pyridin-2-yl]-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipydrinyl-6-yl)-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(1'-Methyl-1',2',3',4',5',6'-hexahydro-[2,4']bipyridinyl-6-yl)-3-(2-phenyl-thiazol-4-yl)-urea;

6-[3-(2-Pyridin-4-yl-thizol-4-yl)-ureido]-3',6'-dihydro-2'H-[2,4]bipyridinyl-1'-carboxylic acid tert-butylester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(1',2',3',6'-tetrahydro-[2,4']bipyridinyl-6-yl)-urea;

1-(2-Pyridin-4-yl-thizol-4-yl)-3-[6-(tetrahydro-furan-3-ylmethoxy)-pyridin-2-yl]-urea;

2-[6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridin-2-yloxymethyl]-pyrrolidine-1-carboxylic acid tert-butyl ester;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-[6-(pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

6-[3-(2-Pyridin-4-yl-thiazol-4-yl)-ureido]-pyridine-2-carbothioic acid diethylamide;

1-(2-Bromo-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-(2-Chloro-thiazol-4-yl)-3-[6-(3-methyl-piperidin-1-ylmethyl)-pyridin-2-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-[6-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(2-Dimethylamino-ethoxy)-pyridin-2-yl]-3-[2-(2-methoxy-pyridin-4-yl)-thiazol-4-yl]-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-(2-phenylthiazol-4-yl)-3-(6-pyrrolidin-1-ylmethyl-pyridin-2-yl)urea;

1-(6-Diethylaminomethylpyridin-2-yl)-3-(2-phenylthiazol-4-yl)urea;

(S)-1-[6-(1-Methylpyrrolidin-2-ylmethoxy)pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-[6-(2-Piperidin-4-yl-ethoxy)pyridin-2-yl]-3-[2-phenylthiazol-4-yl]urea;

1-[6-(4-Ethylpiperazin-1-yl)-pyridin-2-yl]-3-(2-phenylthiazol-4-yl)urea;

1-(2-phenylthiazol-4-yl)-3-[6-(4-pyrimidin-2-yl-piperazin-1-yl)pyridin-2-yl]urea;

Diethyl 6-[3-(2-phenylthiazol-4-yl)ureido]-pyridine-2-carboxamide;

1-(2-Pyridin-4-yl-thiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-(2-Bromothiazol-4-yl)-3-(6-*p*-pyrrolidin-1-ylmethylphenoxypyridin-2-yl)urea;

1-[6-(Piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-pyridin-4-yl-thiazol-4-yl)-urea;

1-[6-(Azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-azetidin-3-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-(2-Phenyl-thiazol-4-yl)-3-[6-(piperidin-4-ylmethoxy)-pyridin-2-yl]-urea;

1-[6-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-piperidin-4-yloxy)-pyridin-2-yl]-3-(2-phenyl-thiazol-4-yl)-urea;

1-[6-(2-Piperidin-4-yl-ethoxy)-pyridin-2-yl]-3-(2-thiophen-2-yl-thiazol-4-yl)-urea;

1-[6-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-2-yl]-3-[2-(thiophene-2-sulfonylmethyl)-thiazol-4-yl]-urea;

1-[2-(2-Methoxy-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea; and

[2-(2-Chloro-pyridin-4-yl)-thiazol-4-yl]-3-(6-piperdin-1-ylmethyl-pyridin-2-yl)-urea. --